Jim Carrey

THE INCREDIBLE MR. LIMPET

Screenplay by

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FOR EDUCATIONAL
PURPOSES ONLY

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FADE IN:

EXT. FISH BAY ISLAND - DAY

It's a harbor city. A sign reads: "Fish Bay. Population: People -- 12,434 / Fish -- One Million."

EXT. BOARDWALK SHOPS - DAY

The locals live up to the tourists' expectations of the place. The CAMERA PANS PAST Moby Dick's Restaurant, Rod 'N' Reels, Just For the Halibut Seafood Restaurant, Norman's Bait Shop, Ye Olde Sextant Shoppe, Ain't She Sweet Underwater Tours and finally ENDS UP AT a small store nestled in the corner away from the traffic pattern. This is Limpet's Everything Fish.

DISSOLVE TO:

INT. LIMPET'S EVERYTHING FISH - CONTINUOUS ACTION

This is a fish pet store like you've never seen. There are wall-to-wall tanks with a thousand varieties of fish. Everything imaginable. Everything except customers.

INT. LIMPET'S EVERYTHING FISH - BACK ROOM - CONTINUOUS ACTION

In the back room are more fish tanks, a long table set up with laboratory equipment, a small bed in the corner and an insufficient kitchen set-up. It's cluttered. It has the feeling of an absent-minded professor's lab. We get our first good look at LARRY LIMPET. He's a nebbishy, bespectacled man. His demeanor is timid and when he moves he darts around nervously, much like a fish in a tank. He speaks into a microcassette recorder as he stops a centrifuge and pulls out a test tube of green liquid.

LIMPET
October Tenth. Centrifuge batch 401-k.

He unstops the test tube, smells it.

LIMPET
Very sweet smell, good consistency.

He pours some into a petri dish. He pokes and prods it with a tiny glass rod He seems pleased with the results.

(CONTINUED)

CONTINUED:

LIMPET
Very stable.
(beat)
Taste? Taste.

He gulps. He puts down the microcassette recorder. He syringes some up into a teaspoon. He slowly brings it up to his mouth.

CLOSE ON TEASPOON

It tilts. A drop forms at the tip and falls over the edge.

CLOSE ON LIMPET'S SHOE

The drop hits the tip of his shoe. Beat. It begins to sizzle a hole through his shoe.

BACK TO SCENE

Limpet looks AT the CAMERA, then at his shoe, then back AT the CAMERA. HE'S EMOTIONLESS, THEN:

LIMPET
(screaming)
Ahhhhhhhhh!

CUT TO:

INT. LIMPET'S EVERYTHING FISH - BACK ROOM - DAY

Limpet has his foot under running water in the sink. He's having a hard time balancing on one leg, he's hopping around. He falls backwards.

LIMPET
Ahhhhhhh!

CUT TO:

INT. LIMPET'S BATHROOM - DAY

He's got his foot in the toilet, he's flushing.

LIMPET
Ahhhhhh!

CUT TO:

CLOSE ON LIMPET'S FACE

The pain is easing up.

LIMPET
Ahhh! Ahhh. Ahh. Ah. Oh yeah, that's much better.

PULL BACK to reveal:

INT. LIMPET'S EVERYTHING FISH - BACK ROOM - DAY

Limpet is sitting on top of a ladder, his foot is in the freezer. He gets off the ladder and walks over to a special tank. Andy is the only fish in there.

LIMPET
I envy you, Andy. What a wonderful life you must have. No cares or worries.

We hear a BELL. It's the front door. Limpet pokes his head around the corner.

HIS POV

A middle-aged COUPLE is standing there.

MAN
Do you charter boats?

BACK TO SCENE

LIMPET
Susan Sweet. Next door. She does underwater tours.

Then we hear the DOOR OPEN, then the BELL again. Limpet goes back to Andy's tank.

LIMPET
Nobody bothering you.
(beat)
What's making the acid level so high, Andy?

Andy dives to the bottom of the tank and kicks up some gravel.

LIMPET
What are you trying to tell me?

Andy dives to the bottom again.

(CONTINUED)

CONTINUED:

LIMPET
Deep?

Andy nuzzles some pebbles by a tiny treasure chest with his snout.

LIMPET
The pebbles? I should make the serum chunkier?

Andy flaps his fin near the treasure chest. A tiny pirate pops out of the chest holding a bottle of rum.

LIMPET
The pirate? He's just a drunken little toy.

Andy does a somersault. Limpet stops. He now understands.

LIMPET
Alcohol...?

Could it be that Andy the fish is smiling?

LIMPET
Neutralize the acid with alcohol!

Limpet reaches into the tank and grabs Andy. He kisses Andy on his fish lips and tosses him back in the tank. Andy wipes his mouth with his fin.

LIMPET
I love you, Andy.

Limpet runs to some shelves. He frantically searches for something. He's tossing stuff all over the place. He stops and thinks.

LIMPET
Where did I put it?

He's got it. He grabs a chair and pulls it up to the refrigerator. He reaches on top of the fridge. Voila! An old bottle of Scotch. He takes the Scotch and heads for his work table. Limpet takes the test tube with the green liquid in one hand. He pours some Scotch into the test tube. The LIQUID GURGLES, smokes, then settles. Limpet pours a small drop onto his shoe. Nothing happens.

LIMPET
I think that's it.

CONTINUED:

He brings the test tube up to his lips... he stops.

LIMPET
I don't think I'm ready to be a guinea pig.

We hear SCRATCHING coming from the back door. Limpet gets a glint in his eyes. He opens the back door. It's a PUPPY. He lets him in.

LIMPET
We have a volunteer.

He pours the serum into a saucer. He turns to Andy.

LIMPET
Well, Andy. Ten years of hard work. It all comes down to this.

Limpet puts the saucer on the floor. The dog sniffs it and then starts to lap it up. Limpet picks up the dog and puts him into a fish tank. The dog swims around. Beat. There's a chemical reaction. A swirl of DNA microbiotic bits engulf the dog. (We're making this stuff up.) One of his legs turns into a fin. He opens his mouth and bubbles come out. His fur falls off and in an instant, he transforms into a fish.

LIMPET
(ecstatic)
It's a fish! It works! It works!

Limpet gets a vial labeled Anti-Serum. He syringes some of the red liquid into an eyedropper.

LIMPET
Here you go, boy.

The dog-fish surfaces. Limpet puts a few drops in the dog's mouth. Just then, we hear the BELL from his front door. Limpet is temporarily distracted. He turns his head to the door. When he looks back, the fish has turned back into a puppy. He takes the puppy out of the tank.

LIMPET
I did it!

BURLY MAN (O.S.)
Hello?

Limpet exits the back room holding the wet puppy.

INT. LIMPET'S EVERYTHING FISH - CONTINUOUS ACTION

SUSAN SWEET, Limpet's girl friend, is there. She's an attractive woman around Limpet's age. She's holding two dresses, a blue one and a red one.

SUSAN
What's with the wet dog?

LIMPET
What would you say if I told you that one minute ago this dog was a fish?

SUSAN
I'd say you were --

Susan makes cuckoo noises and faces in a very animated way.

LIMPET
I'm serious, Susan.

SUSAN
Are you still trying to turn into a fish? I thought you gave that up.

LIMPET
Gave it up? Ever since I was a kid I dreamed of what it would be like to be a fish.

SUSAN
I never tire of this speech.

LIMPET
The way they look...

SUSAN
(by rote)
... the way they move.

LIMPET
Make fun, but you'll see tonight.

SUSAN
Speaking of which, which do you like better? The red or the blue?

She holds each dress up in front of her.

LIMPET
I don't have time for this.

She shoots him a look.

(CONTINUED)

CONTINUED:

LIMPET
Blue.

SUSAN
Hmm. You really like the blue, huh? Alright, well I've got to get ready for your big night tonight. I am proud of you.

She gives him a little kiss and leaves. Limpet takes the dog and goes into the back room. Beat. A big, BURLY MAN holding a clipboard enters.

BURLY MAN
Hello?

Limpet re-enters.

LIMPET
I just turned a dog into a fish!

BURLY MAN
Yeah, that's great. Look, I'm making some deliveries in the area so I'm going to park my semi in front of your store, here. I'll be around fifteen, twenty minutes.

LIMPET
I'd rather you didn't park it there at all.

BURLY MAN
(menacing)
Well, that's too bad. 'Cause I'm wonderin' what you're goin' do about it.

LIMPET
(sheepishly)
I guess there's no harm if it's only fifteen minutes.

The Burly Man exits, laughing. As he does a a cat sneaks in.

LIMPET
Don't let the cat in. He makes the fish nervous.

CAT
(hungrily)
Meow.

(CONTINUED)

CONTINUED:

Limpet picks up the cat.

LIMPET
My experiment worked.

Limpet sneezes.

CAT
Meow.

LIMPET
Thanks for listening.

He sneezes again in rapid succession.

DISSOLVE TO:

INT. LIMPET'S EVERYTHING FISH - BACK ROOM - NIGHT

Limpet is getting dressed. His suit is ten years behind the times. He's talking to Andy.

LIMPET
A man came into my store the other day with a goldfish he bought. He said his fish seems stiff and sore whenever he swims.

ANGLE ON LIMPET - AS SEEN THROUGH ANDY'S TANK

The distortion from the glass and water make Limpet look a little bit like a fish.

LIMPET
I said, gee, it sounds like your little goldfish has a touch of the rheumatism. You better keep him out of damp places.

Limpet laughs.

LIMPET
Don't you get it, Andy? I tell the guy to keep the goldfish out of damp places. But he's a fish... he has to be in water. Water, by its very nature is... damp.

ANGLE ON ANDY

Andy is expressionless. He even seems to roll his eyes as tiny bubbles come out of his mouth.

BACK TO SCENE

LIMPET
Maybe you're right, Andy. I probably shouldn't open my presentation with a joke. It's just that I'm so nervous.

Limpet does a last-minute adjustment to his bow-tie. He grabs some charts, graphs, beakers, slides, etc. He puts a vial with red fluid around his neck. He exits.

LIMPET
Later, fellows. Wish me luck.

INT. LIMPET'S EVERYTHING FISH - CONTINUOUS ACTION

Limpet goes to the front door. He opens it, but it doesn't open all the way because it's blocked by the semi truck. Limpet must go sideways to get out the door.

EXT. LIMPET'S EVERYTHING FISH - CONTINUOUS ACTION

He locks up and goes around the semi. He goes next door to Ain't She Sweet Underwater Tours. We see Susan in her red dress locking up.

SUSAN
What's with the truck?

LIMPET
A friend of mine needed to park there.

SUSAN
Did you call a cab?

LIMPET
George is picking us up.

A Jeep pulls up with a Navy-attired driver, GEORGE.

George is the opposite of Limpet; bold, brash and big. He speaks in a boisterous voice.

GEORGE
What's with the truck, Larry?

LIMPET
It's just a truck! What's the big deal? Look, this is an important evening for me.
(MORE)

(CONTINUED)

CONTINUED:

LIMPET (CONT'D)
After tonight, all our lives will be different. So can we just go and forget about the stupid truck?

GEORGE
(to Susan)
Some guy bullied him.

They get in the Jeep.

GEORGE
Nice dress, Susan. Red's your color.

They drive off.

DISSOLVE TO:

EXT. PARKING LOT - NIGHT

The Jeep pulls up. A big auditorium looms in the distance. The marquee reads: "FISH BAY SCIENTIFIC SOCIETY... KEYNOTE SPEAKER, DR. GENET MALLE... ATOM SPLITTER'S BALL 9:00 PM."

DISSOLVE TO:

CLOSE ON LIMPET

LIMPET
I told him to keep the goldfish out of damp places.

REVEAL we're...

INT. AUDITORIUM - NIGHT

It's a large room, filled with five hundred eggheads. Limpet is on stage, behind a podium. Slides are projected on a screen behind him. He's staring at five hundred blank faces staring back at him. Nobody's laughing except for George.

LIMPET
Well, levity aside...

He CLICKS on a SLIDE of "A MODEL OF A DNA STRAND."

(CONTINUED)

CONTINUED:

LIMPET
Nitrogenous bases carry information in nucleotides of D.N.A. and R.N.A.

He CLICKS on a SLIDE of a "FISH."

LIMPET
Through biogenetic manipulation, this nucleotide can be mutated.

He CLICKS on another SLIDE of a "HUMAN."

LIMPET
And with its ingestion, a person can turn into a... fish.

He CLICKS on another SLIDE of an "ARTIST'S RENDERING OF A HALF-MAN/HALF-FISH."

ANGLE ON AUDIENCE

They're laughing.

BACK TO LIMPET

LIMPET
I know it looks a little amusing, but I think after my demonstration here, you'll all see for yourselves.

Limpet nods to someone offstage. A curtain opens revealing a giant aquarium. A ladder is propped up against it. Limpet walks over to it.

ANGLE ON GEORGE AND SUSAN

They're sitting in the audience.

GEORGE
Did you know this is what he had planned?

SUSAN
I didn't know he was going to get in a tank.

BACK TO LIMPET

LIMPET
The green serum will turn me into a fish. The red serum will turn me back into a man. Cheers!

Limpet drinks the green liquid. He goes into the tank, fully dressed. His head sticks out of the water. The audience is spellbound. Beat. Nothing.

LIMPET
Any second now.

Pause.

LIMPET
Those of you with cameras might want to take them out right about now.

Pause.

LIMPET
Maybe if I submerge my head...

Limpet is totally submerged. Long pause. We hear LAUGHING coming from the audience. The MODERATOR nods to someone offstage. The curtain closes on Limpet. The audience laughs.

MODERATOR
Man turning into a fish. Incredible, Mr. Limpet. Very amusing. But now for real science.
(beat)
We are very honored to have one of Fish Bay's favorite sons. He's a former Nobel Prize winner. He's been in seclusion for the past fifteen years.

ANGLE ON TWO SCIENTISTS

in audience.

SCIENTIST #1
You mean loony bin.

SCIENTIST #2 nods.

BACK TO MODERATOR

MODERATOR
Ladies and gentlemen, please welcome... Dr. Genet Malle.

The audience applauds enthusiastically.

DR. MALLE
Thank you very much for that most heartfelt welcome. Your approval means a lot to me.

AUDIENCE MEMBER
Three cheers for Dr. Malle.

The audience gives three cheers. Dr. Malle CLICKS on a SLIDE of a "CROSS SECTION OF THE OCEAN FLOOR."

DR. MALLE
Thank you all, very much.
(beat)
It's been theorized for years that a mysterious ocean exists below the ocean floor. I believe I can find...
(dramatic beat)
... this ever-elusive, fabled sub-ocean.

The audience is stunned. Some snicker.

SCIENTIST #1
The sub-ocean, Dr. Malle? Why don't you just look for the lost city of Atlantis?

More snickering.

SCIENTIST #2
Even if there is a sub-ocean, how are you going to get there?

DR. MALLE
I've invented a heat ray that will blow a hole in the ocean floor.

He reveals the heat ray to the audience. Now they are laughing.

SCIENTIST #3
Bring back Limpet.

(CONTINUED)

CONTINUED:

MODERATOR
Dr. Malle. This heat ray of yours. Wouldn't it destroy the sea life in the area?

DR. MALLE
I'm not saying there aren't sacrifices.

More laughter.

DR. MALLE
Stop laughing at me. I'm warning you.

MODERATOR
Dr. Malle. You've been away for a long time. Our goal here at the Scientific Society is the peaceful exploration of the underwater world.

DR. MALLE
So, a few fish get hurt. I'm talking about the sub-ocean! Imagine the wonders we'll find down there. I just need funding. Fifty million dollars ought to do it.

The audience laughs.

SCIENTIST #1
I say we give it to him. And by the way, I need seventy-five million to find Mermaid Island.

More laughter.

MODERATOR
I believe I'm speaking for everyone here when I say perhaps your self-imposed exile should last a bit longer. Good day, Dr. Malle.

DR. MALLE
You're kicking me out?

The audience applauds.

MODERATOR
I think it's unanimous.

(CONTINUED)

CONTINUED:

DR. MALLE
You and your provincial thinking. I'll show --

MODERATOR
(interrupting)
I said, good day, sir!

DR. MALLE
Can I at least finish my threat?

MODERATOR
Oh... fine.

DR. MALLE
You and your provincial thinking. I'll teach you to laugh at me! You haven't heard the last of Dr. Genet Hinsdale Malle!
(beat)
Thank you.

Dr. Malle exits.

DISSOLVE TO:

INT. AUDITORIUM - MAIN STAGE - NIGHT

The auditorium is empty. George and Susan are standing next to the aquarium. Limpet is still there in the tank, his head is sticking out of the water. They look at each other for a while.

SUSAN
Well, you were right, Larry. After tonight, our lives will never be the same.

LIMPET
I'm sorry, Susan. I don't know what went wrong.

GEORGE
Well, I'm no scientist, but I think what went wrong was you getting into that tank thinking you could turn into a fish.

LIMPET
It worked back at the shop. You have to believe me, it worked. Susan, you believe me.

(CONTINUED)

CONTINUED:

OFF her look, we...

DISSOLVE TO:

INT. LIMPET'S EVERYTHING FISH - BACK ROOM - DAY

Limpet is sitting in front of Andy's tank. He still has his clothes on and the red vial around his neck from last night. He's completely dejected.

LIMPET
What could've gone wrong, Andy? You saw the puppy change. I'm not crazy. Maybe it's because I'm human... no, that shouldn't have affected anything.

ANDY GURGLES. The BELL RINGS. Limpet ignores it. Susan enters. She wears dark sunglasses and a babushka to hide her face.

SUSAN
You talking to your fish again?

LIMPET
Andy's my friend.

SUSAN
Larry Limpet, you are the laughingstock of the whole town.

LIMPET
Don't exaggerate.

She throws a newspaper down on the counter.

CLOSE ON NEWSPAPER

There's a picture of Limpet in the tank. The headline reads: "LARRY LIMPET, YOU ARE THE LAUGHINGSTOCK OF THE WHOLE TOWN."

BACK TO SCENE

SUSAN
I want you to stop these experiments of yours.

(CONTINUED)

CONTINUED:

LIMPET
Susan. Fish may hold the secret to life. They've been around a lot longer than humankind and may have answers to some of our problems.

SUSAN
Like urban congestion, teacher/student ratio in the classroom, the lack of an adequate health plan for the poor?

LIMPET
No. Like where we came from. Where we're going. How to make life better. We can only go so far studying fish. But to be one... to learn firsthand...

She stares at him.

LIMPET
You think I'm crazy?

SUSAN
Larry, most of my girl friends... their husbands, their boyfriends... they're electricians, plumbers. None of them want to be a fish. Why can't you be happy with who you are?

LIMPET
(sadly)
Why can't <u>you</u> be happy with who I am?

He walks out dejected.

SUSAN
(calling out)
Larry, wait!

EXT. FISH BAY PIER - DAY

Fishermen are lined up, fishing off the pier. Limpet is walking along. He's at the lowest point of his life. All of a sudden a fisherman, SCOTT, turns and puts a big fish net over Limpet's head.

(CONTINUED)

CONTINUED:

SCOTT
Look, everyone! I caught the fish man!

FISHERMAN #2
Oooh, he's a keeper!

LIMPET
C'mon, guys. Leave me alone.

He takes the fish net off his head.

SCOTT
Hey, he's a talking fish.

A WOMAN approaches with a small child in tow.

WOMAN
(to Limpet)
Can we get a picture with you?

The child screams in horror. Limpet runs off toward the beach. A Jeep pulls up. George and Susan get out. George runs up to one of the fishermen.

GEORGE
Hey, Scott. You seen my brother?

Scott reaches into a big bucket and pulls out a fish.

SCOTT
(re: fish)
Is this him?

The fishermen all break out laughing.

SUSAN
(pointing off)
There he is, George.

Susan and George run off.

SCOTT
(calling off)
Yeah, don't let him get away, Susan. That's a real catch you got there.

He's laughing so hard he knocks over his bucket of fish. The fish flop on the pier.

EXT. BEACH - BY SHORE - DAY

Limpet is running along the shore. Waves are crashing up against his feet. George and Susan are running after him.

SUSAN
Larry, where are you going?

LIMPET
Stay away, Susan. I swear, I'll do something crazy.

SUSAN
This thing'll blow over. Now, c'mon. Get away from the water. You're not a good swimmer.

LIMPET
I'll go in, Susan, I swear I will.

Susan turns to George.

SUSAN
Can't you say something?

GEORGE
Larry, you're an idiot. Now, get out of there or I swear I'll come in after you and kick your --

SUSAN
(cutting him off)
Thanks, George. You've helped enough.

ANGLE ON LIMPET

He looks down at his feet. One foot has turned into a fin.

LIMPET
What the...?

He heads into the water so no one else sees this.

BACK TO SUSAN

SUSAN
Larry, no!

Limpet ignores Susan. He reaches down into the water to feel his fin-foot. When he takes his hand out, it too, is a fin. He quickly hides it behind his back.

(CONTINUED)

CONTINUED:

LIMPET
What's happening?

A large wave hits Limpet and drenches him with sea water. Limpet tastes the water.

LIMPET
The salt! There wasn't enough salt in the tank!

GEORGE
That's it, Larry! I'm coming in.

George heads for the water.

LIMPET
Stay back, George. I think it's working.

Limpet heads out to sea.

GEORGE
What's working? Where're you going? You're not a good swimmer. Get back here!

Another wave engulfs Limpet. He disappears. When he reappears, his neck starts to morph into gills. Limpet gasps for breath. He can no longer breathe air. He dives underwater.

GEORGE
Larry! Larry!

EXT. UNDERWATER - CONTINUOUS ACTION

Limpet's head elongates. His body shortens. His arms and legs vanish and in a brief, startling moment... he's a fish! He's long and narrow. He still wears glasses and clearly has Limpet characteristics. The red vial still hangs around his neck. He swims around.

LIMPET
I'm a fish! I'm a fish!

He swims for the surface full speed.

EXT. OCEAN - DAY

George is waist-deep in the water, he looks around.

(CONTINUED)

CONTINUED:

GEORGE
Larry!

Limpet breaches out of the water. George gets a glimpse of this odd-looking fish but quickly goes back to look for Limpet.

LIMPET
I'm okay, George.

George looks around to see where Limpet's voice is coming from.

GEORGE
Larry! Keep yelling. I'll find you.

George dives into the ocean. He comes up and shouts back at Susan.

GEORGE
Call nine-one-one!

He dives back in.

DISSOLVE TO:

EXT. BEACH - DAY

There's an ambulance on the beach. A crowd has gathered. George and Susan are waiting by the shore. A LIFEGUARD comes out of the ocean. He shakes his head.

SUSAN
Oh God no.

A POLICE OFFICER walks up to George.

POLICE OFFICER
Mr. Limpet?

GEORGE
Yes?

POLICE OFFICER
This isn't an easy question, but... do you think your brother could have done this on purpose?

OFF George and Susan's sad, confused faces we:

CUT TO:

EXT. OCEAN - UNDERWATER - DAY

Limpet is enjoying his new surroundings. He sees a school of fish.

LIMPET
Hi, guys. How's school?

Limpet laughs. They ignore him. A Manta Ray swims by him.

LIMPET
A Manta Ray. How you doing?

The Manta Ray ignores him, too. A JELLYFISH swims by.

LIMPET
Jellyfish! Hey, don't get in any jams.

JELLYFISH
Huh?
(thinking)
Jellyfish? Jam? Oh I get it.
(laughing)
That's a good one.

Limpet laughs.

LIMPET
(to himself)
This is great. They like me. They think I'm funny.

He continues swimming. A small worm on a fish hook is dangled in front of him.

LIMPET
Yeah, right.

He swims off. A FISH passes him.

LIMPET
Hey, where're you going in such a hurry?

FISH
Lunch time.

The Fish swims off.

LIMPET
Well, have a nice day.
(realization)
Lunch! No, wait!

CONTINUED:

Limpet turns around, but it's too late. The Fish has taken the worm and is yanked skyward.

LIMPET
Poor little guy. Never had a chance.

DISSOLVE TO:

EXT. LIMPET'S EVERYTHING FISH - DAY

Susan is standing in front of the shop, looking in, forlorn. Dr. Malle approaches and stops in front of Ain't She Sweet Underwater Tours. He tries the door. It's locked. He peers inside. Susan sees him.

SUSAN
Can I help you?

DR. MALLE
Ms. Sweet? Ms. Susan Sweet?

SUSAN
Yes.

DR. MALLE
I hear you give underwater tours of the area.

SUSAN
I do, but I'm closed today.

He pulls out a remote control and presses it. The trunk to his car pops open. The heat ray pops out of the trunk. Susan looks at it.

SUSAN
I remember you. I said I'm closed.

He presses another button. The RAY DISINTEGRATES her FRONT DOOR.

DR. MALLE
(menacingly)
Now you're open.

CUT TO:

EXT. OCEAN - UNDERWATER - DAY

A yellow submarine, with the Ain't She Sweet logo on the side, is making its descent.

DISSOLVE TO:

INT. SWEET'S SUBMARINE - CONTINUOUS ACTION

Susan and Dr. Malle are at the controls.

DR. MALLE
Just follow the coordinates I gave you. No funny business and everything will be fine.

SUSAN
Why should I listen to you?

DR. MALLE
Because I'm a crazy man with a heat ray.

SUSAN
Full speed ahead.

EXT. OCEAN - UNDERWATER - DAY

Limpet is swimming around looking at his surroundings. He's not paying attention to where he's going and bumps, snout first, into a BLOWFISH. Blowfish is a yellowish, round, flat fish with a bit of a scowl on his face. The vial around Limpet's neck falls. Blowfish swims after it and swallows it.

LIMPET
Hey! That's mine.

Limpet corners Blowfish. Blowfish inflates his body about four times its regular size. His eyes bug out. Limpet doesn't budge. Blowfish is turning red from holding his breath too long. Blowfish looks around confused. He finally lets his breath out. The vial shoots out. Limpet puts the vial around his neck.

BLOWFISH
How come you didn't swim for your life? Weren't you scared of me? I've frightened fish ten times your size.

LIMPET
It's your defense mechanism. You're a blowfish.

(CONTINUED)

CONTINUED:

BLOWFISH
Yeah, and next time I blow... blow!

Just then BARRACUDA #1 swims up to them. He takes out a business card and hands it to Limpet.

BARRACUDA #1
T.J. Barracuda. Attorney at Law. Couldn't help notice the accident. Stay perfectly still, I think we've got a case.

BARRACUDA #2 swims up and hands a business card to Blowfish.

BARRACUDA #2
I am going to make you a very rich fish. I'm P.T. Barracuda from the law office of Barracuda, Barracuda, Barracuda and Carp.

BLOWFISH
Carp?

BARRACUDA #2
He married my daughter. I saw the whole thing. Clearly, you had the right of way.

BARRACUDA #1
What are you talking about? My guy --

BARRACUDA #2
Nineteen-sixty-two, Trout versus Salmon.

BARRACUDA #1
That was a fresh water case, you mamaluke.

Several more barracudas come onto the scene. Blowfish inflates himself. They all scatter. Blowfish exhales.

BLOWFISH
And stay away!
(to Limpet)
You keep clear of those guys. They're nothing but sharks.

LIMPET
I thought they were barracudas?

(CONTINUED)

CONTINUED:

BLOWFISH
You're not going to last long down here with that 'just off the fish farm' mentality of yours.

A small fish swims INTO VIEW, a larger fish approaching the other way swallows it, an even larger fish swimming toward him, swallows it, a very very large fish swimming toward it, swallows it, an extremely large fish eats it, and so on.

LIMPET
Wow. I've been studying the food chain for years, but seeing it in action... it's kind of spooky.

BLOWFISH
You better do more than study the food chain if you don't want to end up part of it. So, what's your gimmick?

LIMPET
Huh?

BLOWFISH
Your gimmick. Your M.O. Your bag. Your hook. Your thing. Me? I blow. Now take that stink fish for instance.

ANGLE ON STINK FISH

A large fish is about to take a bite out of the stink fish. The large fish smells it and scurries off.

BLOWFISH (V.O.)
It stinks. Nobody can get close enough to eat it.

ANGLE ON PORCUPINE FISH

A large fish is about to take a bite out of the porcupine fish but it inflates itself and produces a barrier of long spiny needles. The large fish impales itself and yelps and scurries off.

BLOWFISH (V.O.)
Over there, the porcupine fish. Unless you like a mouth full of needles I'd advise you to avoid him.

BACK TO SCENE

BLOWFISH
It's a fish eat fish world down here.

LIMPET
So, you're saying, I better figure out a way to protect myself?

ANGLE ON ROCK FORMATION

A large sea bass is peeking around the corner, hunger in his eyes.

BACK TO SCENE

BLOWFISH
I'm saying you better figure it out fast because that sea bass has had his eyes on you for quite a while now.

LIMPET
What should I do?

BLOWFISH
Can you swim fast?

LIMPET
I don't think so.

BLOWFISH
You must have some kind of defense. Hey, what kind of fish are you anyway? I've never seen your type around here.

LIMPET
I'm, I guess, a Limpetfish. I don't think I'm equipped to defend myself.

Blowfish examines Limpet.

BLOWFISH
You have any hidden needles or rough scales?

LIMPET
No.

BLOWFISH
Can you camouflage your body?

(CONTINUED)

CONTINUED:

LIMPET
No.

BLOWFISH
Can you emit any poison? Can you spew ink?

LIMPET
I don't think so.

Blowfish sniffs Limpet.

BLOWFISH
Your smell isn't going to scare anyone off. In fact, you smell pretty good. What is that?

LIMPET
Old Spice.

BLOWFISH
It's nice.
(beat)
Maybe you've got sharp teeth. Open your mouth.

Limpet does. Blowfish looks in and shakes his head.

BLOWFISH
No sharp teeth. Yep, you're dead.
(looks closer)
Wait. Wow! Look at the size of your vocal cords. Give us a holler.

LIMPET
What?

BLOWFISH
Scream, yell, shout. Let me hear what you can do.

Limpet opens his mouth wide and shouts. It's a deafening noise, half fog horn, half whale song. The ocean floor violently shakes and Blowfish is hurled backwards into the abyss by the shock waves.

ANGLE ON SEA BASS

It covers its ears and runs in fear.

BACK TO SCENE

LIMPET
Did that come from me? I do have a defense mechanism.
(beat)
Hello? Blowfish?

Blowfish swims up.

BLOWFISH
Don't do that again, okay?

LIMPET
Okay.

They hear a distant voice.

VOICE (O.S.)
Help.

Limpet follows the voice. It's coming from the bottom of the ocean floor. He sees a semi-conscious, attractive ANGELFISH laying on her back. She's a delicate, rainbow hue, with mesmerizing eyes and long, seductive lashes. Limpet goes to her aid. One of her fins is trapped under some debris. Limpet works hard and finally gets her free.

LIMPET
Are you okay?

ANGELFISH
I am now.
(beat)
What was that?

LIMPET
Actually, that was me. Sorry.

Blowfish swims up to them.

BLOWFISH
(to Angelfish)
You okay?

ANGELFISH
Yeah.

BLOWFISH
You're not from around here, are you?

ANGELFISH
I'm from cooler waters. Just down here on vacation.

(CONTINUED)

CONTINUED:

BLOWFISH
Ah. A jet streamer, huh? Want to hang with us?

LIMPET
Us?

BLOWFISH
Sure. With my blowing and your yelling we make a pretty good team.

DISSOLVE TO:

EXT. OCEAN - UNDERWATER - DAY

We're in a different part of the ocean. Limpet, Angelfish and Blowfish are swimming and talking.

LIMPET
Fascinating. So, beyond the specie-dominated antagonisms, there are also societal variances that perpetuate formal factions.

BLOWFISH
What'd you do, swallow a dictionary?

LIMPET
I'm just saying --

ANGELFISH
I know what you're saying. You're saying not all fish get along. It's the strong against the weak.

LIMPET
The smart against the stupid.

BLOWFISH
The smart against the stu -- oh, right.

Just then, NEIL the electric eel swims by, he looks like a recovering crack addict.

BLOWFISH
Hey, Neil the Eel.

(CONTINUED)

CONTINUED:

NEIL
Blowfish. Where ya been? I've been trying to get in touch with you.

BLOWFISH
I moved. Didn't you get my change of address?

NEIL
No. Where ya at now?

BLOWFISH
I'm living in the reeds by the weeds by the rock by the ship.

NEIL
Is that by the silt?

BLOWFISH
No, you're thinking of... wait a minute, here. I'll write it down for you.

Blowfish pulls out a reed and looks off.

BLOWFISH
Hey, pal, can I get a little help here?

A squid approaches and spits ink onto the tip of the reed. Blowfish takes a small shell and writes down his address and gives it to Neil.

NEIL
Thanks a lot. I'll be in touch.

He starts to swim off. Blowfish stops him.

BLOWFISH
Oh, Neil, by the way. That thing we talked about. I took care of it.

NEIL
Hey, thanks a lot, Blowfish. I owe you one.

He swims off. Limpet turns to Blowfish.

LIMPET
What was that all about?

(CONTINUED)

CONTINUED:

BLOWFISH
Neil? He's good fish. He's trying to turn his life around.

They swim right into a gigantic mass of moving shrimp.

ANGELFISH
Shrimp! Run for your life!

One of the shrimp, BRUNO, bumps right into Limpet. Bruno looks a lot like Stallone. He's small, but built solid. It actually looks like his "sleeves" are rolled up to accentuate his muscular "arms." He even sounds like Stallone.

BRUNO
Watch it, stupid.

LIMPET
Oh, sorry, little fellow.

ANGELFISH
Now you've done it.

LIMPET
What?

BRUNO
Take that.

Bruno gives Limpet a punch in the nose.

LIMPET
Ouch!

BRUNO
Ain't nobody gonna call me little.

Bruno gets Limpet in a headlock.

ANGELFISH
Leave him alone.

Bruno gives Angelfish the once-over. He likes what he sees. He lets go of Limpetfish. Bruno takes out a comb and combs back his antennae.

BRUNO
(to Angelfish)
I don't think I've had the pleasure.

ANGELFISH
I'm Angelfish.

(CONTINUED)

CONTINUED:

BRUNO
Bruno. Bruno Maraschino. You know, like the cherry. Let me ask you, Angelfish, you like kelp? There's this great kelp restaurant in the Indian Ocean. I'd love to --

A huge black shadow passes overhead. They all look up. It's a yellow submarine.

INT. SUBMARINE - DAY

Susan is at the controls. Malle is setting up his equipment: video, lap top computer, etc. He's setting up his command post.

SUSAN
Do you want to tell me exactly where we're going?

Malle points at something on the radar screen.

DR. MALLE
There. What's that?

SUSAN
It's a radar screen.

DR. MALLE
Oh, keep up with the jokes, little lady, and see what happens.

SUSAN
Why? What are you going to do?

DR. MALLE
You don't want to mess with me.

SUSAN
Oh really. Well, you don't want to mess with me.

DR. MALLE
What can you possibly do to me?

SUSAN
I can shut this baby down and we'll crash into the ocean floor and die.

DR. MALLE
I dare you.

(CONTINUED)

CONTINUED:

Susan shuts down the power. The sub is in complete darkness.

EXT. OCEAN - UNDERWATER - DAY

The sub starts to plummet.

INT. SUBMARINE - DAY

It's still in darkness. Pause.

DR. MALLE
You're bluffing.

Susan hums nonchalantly.

DR. MALLE
You don't scare me.

She continues to hum.

DR. MALLE
You want to kill us both? That's fine with me.

She continues to hum.

DR. MALLE
(panicky)
Alright, alright! Make it stop!

The lights come back on. Susan takes control of the sub.

DR. MALLE
Don't do that again.

SUSAN
Start treating me with a little respect and I won't have to.

DR. MALLE
You're right. Let's start over.

Beat. Dr. Malle points at something on the radar screen.

DR. MALLE
Now, what's that?

SUSAN
It's a radar screen.

(CONTINUED)

CONTINUED:

DR. MALLE
(angry)
I know! I mean --

Susan reaches for the controls.

DR. MALLE
No, no wait. That was very amusing. Radar screen. Yes.
(clapping)
I applaud your comedic effort in the face of danger. What I meant to say was what is that formation on the radar screen.

SUSAN
Looks like some underwater cavern.

Dr. Malle checks his charts.

DR. MALLE
That's it!

SUSAN
Want me to drop you off?

DR. MALLE
Just head for the cave, funny girl.

SUSAN
My name is Susan.

She gets up to leave.

DR. MALLE
Where you going?

SUSAN
(facetiously)
I'm going to the evacuation room and try to escape.

Dr. Malle watches her leave. Beat. He thinks about what she just said and runs after her.

INT. SUBMARINE - OUTSIDE EVACUATION ROOM - CONTINUOUS ACTION

Dr. Malle runs up to Susan. She's caught with the keys in hand.

(CONTINUED)

CONTINUED:

DR. MALLE
What are you doing?

SUSAN
I told you. I'm trying to escape.

DR. MALLE
(re: keys)
Give me those.

He holds out his hand. Susan drops the keys in his palm.

EXT. OCEAN - UNDERWATER - DAY

The sub is heading for the cavern. It passes Limpet and the gang. Everyone is shocked at the presence of the submarine. Limpet notices Susan's insignia on the sub.

LIMPET
That's Susan's.

The fish all watch with great interest. The sub disappears into the crevice.

BLOWFISH
Mother of pearl, that's an air breather machine. It's heading for Down Under!

LIMPET
Where?

BRUNO
You've never been to the Big Deep?

LIMPET
No.

ANGELFISH
Down Deep where the elite meet?

LIMPET
No.

BLOWFISH
The Sweet Deep?

LIMPET
No!

BRUNO
It's the place where it's happening.

(CONTINUED)

CONTINUED:

ANGELFISH
It's the spot. Where fish can let their fins down. Relax. Have some fun.

BLOWFISH
Yeah, but it'll all be ruined once the air breathers find it.

LIMPET
I've got to find out what's going on here.

FOLLOW as they head after the sub.

EXT. OCEAN - UNDERWATER - CREVICE - CONTINUOUS ACTION

Limpet and the gang enter. It's a narrow passage. The sub is up ahead. It's a tight squeeze for the sub.

INT. SUBMARINE - DAY

Sweet is at the controls.

SUSAN
It's too tight! We're not going to make it.

DR. MALLE
We'll make it. Keep going.

Malle readies his heat ray. He blows a hole at the end of the cavern. He looks out. His jaw drops.

HIS POV

The walls of the tunnel start to change. They glow bright wonderful colors. It's a much different look than the ocean as we know it.

BACK TO SCENE

SUSAN
(amazed)
Where are we?

DR. MALLE
Behold. The sub-ocean.

(CONTINUED)

CONTINUED:

SUSAN
I'll be... Well, you found it. Let's go home.

DR. MALLE
Not so fast. I still have some unfinished business.

EXT. OCEAN - UNDERWATER - CREVICE - DAY

Limpet is trying to keep up with the sub, but the glowing walls are distracting him.

LIMPET
What is this place?

BLOWFISH
(to Angelfish)
I really don't think he's ever been down here before.

BRUNO
Hey, let's step on it. We're losing that thing.

FOLLOW as they swim off. The sub gets to the end of the passage. It enters Down Under. Limpet follows.

EXT. DOWN UNDER - CLOSE ON LIMPET - CONTINUOUS ACTION

He stops. He looks out. He's flabbergasted.

LIMPET
Holy shhhh -- aving cream!

HIS POV

We get our first look at Down Under. Rock formations look like amusement park rides. Caves look like jazz clubs and fine restaurants. Strange exotic fish swim around. It's the bar scene from Star Wars, New Orleans' French Quarter, and Disneyland all rolled up into one magical, underwater paradise.

EXT. DOWN UNDER - CONTINUOUS ACTION

Limpet is still staring off. Bruno swims up to him.

BRUNO
Hey, Limpetfish. Snap out of it.

(CONTINUED)

CONTINUED:

ANGELFISH
There. there it is!

They see the sub and swim toward it.

ANGLE ON SUB

Limpet and the gang swim up to a porthole. They look in and see Dr. Malle. They start screaming at him.

BLOWFISH
Get outta here!

ANGELFISH
Go back where you came from!

BRUNO
Why don't you come out here, big shot? I'll kick your --

CUT TO:

INT. SUBMARINE

Dr. Malle looks out through the porthole.

DR. MALLE'S POV

Limpet and the gang are moving their fish mouths as if they are yelling at Dr. Malle. Malle notices that one of them is wearing glasses.

BACK TO SCENE

Dr. Malle does a double take. He looks at a picture of Susan and Limpet hanging on the wall next to him. He looks at Limpet outside the sub. He looks at the picture. When he looks outside again, the fish are gone.

EXT. DOWN UNDER - DAY

The sub heads off, moving too fast for the gang to follow.

LIMPET
(to himself)
What is Dr. Malle doing in Susan's sub?

(CONTINUED)

CONTINUED:

BLOWFISH
The air breathers have to be stopped.

BRUNO
It's not the first time the air breathers have come down here and destroyed things.

ANGELFISH
Yeah, but this time they're messing with Down Under. It's the only thing we have left they don't know about. I'm not about to give it up. I say this time we fight back.

BLOWFISH
I'm with her.

BRUNO
I'll follow her anywhere.

ANGELFISH
All right, then. Let's do it. That thing couldn't have gone far. I say we split up.

The rest agree and take off in separate directions.

DISSOLVE TO:

EXT. DOWN UNDER - DAY

Bruno's on his own. A female shrimp approaches him. She's unlike any shrimp we've seen, though.

She's got spikes all over her body, but still maintains an attractive appearance. She's a dark color, almost black and the shiny black color and spikes give her the look of a biker woman. Indeed, her name is SPIKY BIKER SHRIMP. She speaks in a strange, foreign language.

SPIKY BIKER SHRIMP
Barbar foo samba?

BRUNO
Say again?

Spiky Biker Shrimp swims off. Bruno shrugs and follows her.

DISSOLVE TO:

EXT. DOWN UNDER - ANGELFISH - DAY

is on her own. She hears something... a strange HISSING sound. She looks around. Behind a rock formation she sees a fin beckoning her. Her curiosity gets the better of her and she swims over to investigate. Behind the rock she sees an old woman GYPSYFISH.

GYPSYFISH
Read your fortune?

ANGELFISH
What? No. I don't think so.

GYPSYFISH
I won't hurt you. Don't be afraid.

ANGELFISH
I'm not afraid.

GYPSYFISH
You're looking for something you've already found.

ANGELFISH
What are you talking about?

GYPSYFISH
This new fish in your life. He's a strange fish. It's his eyes. He's got... four of them.

This amazes Angelfish. She swims close to Gypsyfish.

ANGELFISH
Go on.

GYPSYFISH
He's not like you and me. He will help you. He will care for you. But you must watch out for him. He knows not of our ways. Teach him. Learn from him.

Angelfish give Gypsyfish a big smile.

ANGELFISH
Thanks. Thanks a lot.

Angelfish swims off.

DISSOLVE TO:

EXT. DOWN UNDER - BRUNO - DAY

is still with Spiky Biker Shrimp. He's whispering something in her ear. Spiky Biker Shrimp listens... beat... then turns and faces Bruno.

SPIKY BIKER SHRIMP
Mostro lozy minkus!

She slaps Bruno with one of her spikes and swims off.

BRUNO
(calling out)
Hey, can't you take a joke?

Angelfish swims by.

BRUNO
Sweet thing! Where you off to?

Angelfish turns back.

ANGELFISH
I have to find Limpetfish.

Bruno swims after her.

BRUNO
Hey, babe, forget him. What do you want with fish when you can have shrimp?

DISSOLVE TO:

EXT. DOWN UNDER - LIMPET - DAY

is on his own. He's completely fascinated by this strange new world. He's swimming along and not paying attention to where he's going when he bumps into Bruno.

BRUNO
Hey, watch where you're going!

LIMPET
Sorry. Oh, it's you.
(to Angelfish)
Hi.

ANGELFISH
Hi.

BRUNO
Did you find the air breathers?

(CONTINUED)

CONTINUED:

LIMPET
No. I'm completely overwhelmed by this place. How were you ever able to keep it secret for so long?

ANGELFISH
Secret?

LIMPET
I mean... from the air breathers. We... they have no idea about this place.

ANGELFISH
And that's how we want to keep it. Let's find Blowfish, maybe he's had better luck.

FOLLOW as they swim off. They pass a cave/nightclub. We see a silhouette of a naked fish, dancing in a window. They continue on. A large group is gathered outside a grotto. Hot JAZZ is coming from within. They swim over to see what's happening. A BEATNIK FISH is outside the club. He's really into the MUSIC.

BRUNO
(to Beatnik)
What's going on?

BEATNIK FISH
Some new cat. Really knows the be-bop. Man, can he blow!

ANGELFISH
Blow?

Angelfish looks at Limpet. Beat. They enter.

INT. DOWN UNDER - GROTTO JAZZ CLUB - CONTINUOUS ACTION

On stage, playing a three valve, bent, trumpet-shaped conch, is Blowfish. He puffs out his cheeks just like Dizzy Gillespie. He spots his friends. He does a final lick on his horn. The audience applauds wildly.

BLOWFISH
(to band)
You guys are all right.

ANGELFISH
Blowfish! This is how you search for something?

(CONTINUED)

CONTINUED:

BLOWFISH
Oh, hi. Sorry. I got kind of sidetracked..
(to other musician)
Catch you later, Satchmo.

Blowfish exits. The others follow.

EXT. OCEAN - SUBMARINE - CONTINUOUS ACTION

Angelfish, Limpet, Bruno, and Blowfish are outside the club.

ANGELFISH
If we work as a team --

A beautiful FEMALE FISH approaches Blowfish.

FEMALE FISH
Man, you blow a mean conch.

BLOWFISH
Thanks, doll.

FEMALE FISH
Sign my chest?

Blowfish writes, "All my best, Blowfish" on her chest. The Female Fish swims off.

BRUNO
Hey, where can I learn how to play the conch?

ANGELFISH
Will you two please focus? We have work to do.
(to Limpet)
So, any ideas?

LIMPET
Well... let me see... wait a second. Maybe George knows what's going on. Look, you guys stay down here. Find that sub.

BRUNO
Sub?

LIMPET
It's what the air breathers call it.

(CONTINUED)

CONTINUED:

BLOWFISH
How do you know that?

LIMPET
I just know it. What's the difference? Just find the sub. I'll be back soon.

ANGELFISH
I'm going with you.

LIMPET
I don't know if that's such a good idea.

ANGELFISH
How you going to find your way back here?

LIMPET
Well... okay. Let's go get George.

ANGELFISH
(to Blowfish and Bruno)
You guys find the air breathers. I'm going with Limpetfish to get George.

Angelfish and Limpetfish swim off.

BLOWFISH/BRUNO
(in unison)
What's a George?

INT. SUBMARINE - LOWER OBSERVATION DECK - DAY

Susan has turned the old, lower observation deck into a gift shop. Dr. Malle is busy hooking a computer and video equipment together.

DR. MALLE
(to himself)
Alright, black wire to black wire and that should boost up the power enough. Let's give her a try.

SUSAN
What's with the computer and all this stuff?

DR. MALLE
You'll see.

(CONTINUED)

CONTINUED:

He punches a few numbers into the computer.

DR. MALLE
Alright. There's no going back...

He presses a button on the computer.

DR. MALLE
... now.

EXT. UNDERWATER - CONTINUOUS ACTION

We FOLLOW the heat ray as it goes through Down Under, up out of the ocean, into the atmosphere and vaporizes an island.

CUT TO:

INT. NORAD - DAY

It's a multilevel communication center with the big screen. It's calm. All of a sudden a blip occurs on the big screen. ALARMS go off. TECHNICIANs panic and mayhem ensues. GENERAL NOYES comes running in.

GENERAL NOYES
What the hell's going on?

TECHNICIAN
Sir, there's been an explosion on an island.

GENERAL NOYES
I want a status report. Casualties, damage. What kind of explosion was it?

TECHNICIAN
An entire island's been vaporized.

GENERAL NOYES
Any survivors?

TECHNICIAN
No, sir.

GENERAL NOYES
Damn.

TECHNICIAN
Sir, I do believe this was an uninhabited island.

(CONTINUED)

CONTINUED:

GENERAL NOYES
That's good.

INT. SUBMARINE - LOWER OBSERVATION DECK - DAY

Dr. Malle is setting up a video camera and showing Susan how to work it.

DR. MALLE
I want you to start in with a closeup and pull back when I start to make the threat.

SUSAN
Wouldn't it be more dramatic if I started on a medium shot and I moved in close on the threat?

Dr. Malle thinks for a second.

DR. MALLE
Yes. That's good.
(beat)
Okay. Start transmission, now.

INT. NORAD - DAY

The big screen goes blank for a second and Dr. Malle's face appears in a medium shot.

DR. MALLE (V.O.)
Good evening, ladies and gentlemen.

There's hub-bub in the room, "That's Dr. Malle. I think that's Dr. Malle. That looks like Dr. Malle."

DR. MALLE (V.O.)
I'm Dr. Malle. If my estimations are correct, you're all running around like chickens with their heads cut off trying to figure out what happened to the island of Kaholahay. Well let me explain.

Susan jumps in front of the camera.

SUSAN (V.O.)
My name is Susan Sweet. This is my submarine. Dr. Malle's holding me captive. You have to --

(CONTINUED)

CONTINUED:

Dr. Malle pushes her out of the way. People at Norad are looking at each other like, "What the hell's going on?" They're looking at a blank screen. The hear a SCUFFLE. Dr. Malle comes back on the screen, a bit off center. He has to try to center himself.

DR. MALLE (V.O.)
Where was I?

In the b.g. we hear Susan, muffled through a gag.

SUSAN (V.O.)
Brrbtsbrtz. Zzzvv.

Malle composes himself and addresses the people at Norad again.

DR. MALLE (V.O.)
What I've done was --
(beat)
Let me stop here and say this was actually going to be a lot more dramatic. I was going to have Ms. Sweet zoom in for a closeup, but she's tied up now. I guess I can just move closer into the camera.

Dr. Malle starts moving closer to the camera. As he does he starts getting a little out of frame and has to find the center.

DR. MALLE (V.O.)
I've used my heat ray to disintegrate the island. They laughed at me at the Fish Bay Scientific Society. They refused to fund me. Well, maybe they'll fund me now. I want fifty million dollars in forty-eight hours or I will strike again.

GENERAL NOYES
Where are you transmitting from?

DR. MALLE (V.O.)
I'm near--
(cuts himself off)
I'm not telling!

Technician turns to General Noyes.

TECHNICIAN
Nice try, General.

(CONTINUED)

CONTINUED:

GENERAL NOYES
(to Technician)
Thanks.

DR. MALLE (V.O.)
Who am I addressing?

GENERAL NOYES
I'm General Noyes, the head of NORAD.

DR. MALLE (V.O.)
Nice to meet you, General Noyes. You have forty-eight hours. And believe me, the next island I blow up will not be uninhabited. It will be Fish Bay Island. Good day, sir.

Dr. Malle fades out from the screen. General Noyes turns to Technician.

GENERAL NOYES
Find out where that transmission came from and get me the President.

DISSOLVE TO:

EXT. OCEAN - UNDERWATER - DAY

Angelfish is swimming along with Limpet. A catfish swims by and Limpet sneezes. Angelfish looks at him oddly.

LIMPET
(to himself)
Catfish.

ANGELFISH
What was that?

LIMPET
The catfish?

ANGELFISH
No. That thing you did where water shoots out your nose?

LIMPET
I sneezed.

(CONTINUED)

CONTINUED:

ANGELFISH
(confused)
Sneezed? What kind of fish are you anyway?

LIMPET
I'm a Limpetfish. How about you?

ANGELFISH
Marlin on my mother's side. My dad was French Canadian.
(beat)
You're not like most fish down here.

LIMPET
What do you mean?

ANGELFISH
You don't talk like most fish. You don't even move like most fish.

LIMPET
Really?

ANGELFISH
You're so stiff.

Angelfish swims around him gracefully doing figure eights.

ANGELFISH
C'mon, loosen up. Let your scales down. Have some fun.

LIMPET
Susan says I never really learned how to have fun.

ANGELFISH
Susan?

LIMPET
She's my... fr-- friend.

ANGELFISH
Well maybe your... fr-- friend wasn't the right teacher. C'mon, shake that fin.

LIMPET
Ah, what the heck. Here goes nothing.

(CONTINUED)

CONTINUED:

Limpet tries to mimic her movements. He's awkward at first but slowly gets the hang of it. The two do a beautiful aquatic ballet amid a colorful coral garden. The dance ends and they are face to face, inches away from kissing. Angelfish smiles. Limpet pulls away.

ANGELFISH
There. That wasn't so difficult, was it?

LIMPET
No, it wasn't. What kind of dance was that, anyway?

ANGELFISH
It was a mating dance.

Limpet's mouth hangs open. Angelfish just smiles coyly and swims off.

LIMPET
That was a mating dance?!

EXT. DOWN UNDER - DAY

Bruno and Blowfish are swimming along.

BLOWFISH
What could this george possibly be?

BRUNO
I think I got it figured out. This george is some kind of secret weapon. Like a rock.

BLOWFISH
Yeah. A big rock.

BRUNO
We take this george rock and smash it on the air breathers.

BLOWFISH
That'll teach them.

Bruno looks off.

BRUNO
There!

Blowfish looks where Bruno is pointing.

THEIR POV

The sub is in a secluded area.

BACK TO SCENE

BLOWFISH
Bingo!

INT. NORAD - DAY

The place is on red alert. Everybody is running around.

RADAR TECHNICIAN
That blast came from somewhere out in the middle of the Atlantic Ocean.

GENERAL NOYES
(sarcastic)
Gee, thanks. That narrows it down to about a kazillion places!

RADAR TECHNICIAN
Sorry, sir.

The PRESIDENT OF THE UNITED STATES enters with his entourage. He walks up to General Noyes.

PRESIDENT
General Noyes.

GENERAL NOYES
Mr. President.

PRESIDENT
Status on the situation.

GENERAL NOYES
We've pinpointed the source of the blast. It came from somewhere... in the middle of the Atlantic Ocean.

PRESIDENT
Good job, General.
(beat)
How long do we have?

GENERAL NOYES
Forty-three hours.

(CONTINUED)

CONTINUED:

PRESIDENT
So, what's our next move? Do we drop our bombs?

GENERAL NOYES
That would be a bit premature, sir. I suggest we wait until we can locate Dr. Malle's submarine.

PRESIDENT
Then bomb him!

GENERAL NOYES
That would be your call, Mr. President.

PRESIDENT
How long will it take to find him?

GENERAL NOYES
We have every man, woman and ship on top of it, sir.

EXT. OCEAN - DUSK

A fleet of ships is positioned in formation.

ANGLE ON LIMPET AND ANGELFISH

They pop their heads out of the water and see all the ships.

ANGELFISH
Wow.

They dive back down.

LIMPET
I'm going to go talk to them.

ANGELFISH
You talk to air breathers?

LIMPET
They're not all bad.

ANGELFISH
Please don't go. The air breathers, they eat fish.

LIMPET
I'll be okay. Just wait here.

(CONTINUED)

CONTINUED:

Limpet swims toward a ship. He swims under a ship, right by a sonar dish. He clears his throat.

INT. AIRCRAFT CARRIER - CONTROL ROOM - DUSK

A sonar technician, PARKER, hears the COUGHING. He shakes his head and adjusts his controls.

EXT. OCEAN - UNDERWATER - DUSK

Limpet speaks into the sonar dish.

LIMPET
Excuse me. Hello? Is anybody there?

INT. AIRCRAFT CARRIER - CONTROL ROOM - DUSK

Parker jumps out of his chair. The COMMANDER notices this.

COMMANDER
What is it?

PARKER
I -- I don't know, sir. Some kind of message.

COMMANDER
Is it in code?

PARKER
No code I've ever heard.

COMMANDER
Put it on speaker.

Parker flips a switch. LIMPET'S VOICE comes on OVER the SPEAKER.

LIMPET (V.O.)
My name is Limpet. I need to talk to my brother, George Limpet.

The Commander and Parker are dumbfounded. They shoot each other a look as if to say, "What's going on?"

COMMANDER
(in mic)
Who is this?

EXT. OCEAN - UNDERWATER - DUSK

LIMPET
That's not important. I need to get in touch with my brother. Seaman First Class George Limpet. He's stationed at Knotts Naval Base in Fish Bay.

INT. AIRCRAFT CARRIER - DUSK

COMMANDER
(to Parker)
Where's he transmitting from?

PARKER
According to my readings, he's right under our ship.

COMMANDER
(in mic)
I order you to come to the surface and identify yourself.

EXT. OCEAN - UNDERWATER - DUSK

LIMPET
I can't do that. Get Seaman Limpet. I'll rendezvous back here tonight at eight o'clock. Tell him I've seen Dr. Malle.

Limpet swims away.

INT. AIRCRAFT CARRIER - DUSK

COMMANDER
Dr. Malle?! Hello? Hello?

The Commander turns to Parker.

PARKER
What do you make of this, sir?

COMMANDER
Dr. Malle threatens to blow up Fish Bay. This guy says his brother's from Fish Bay. What do I make of it? There's something fishy going on here.
(beat)
Get me General Noyes at NORAD. And get me this Seaman First Class George Limpet.

EXT. OCEAN - UNDERWATER - DUSK

Limpet finds Angelfish.

LIMPET
Okay, here's the plan. They're going to get George. I'll wait here. You go back and help them find the sub. After I talk to George, I'll come and find you guys.

ANGELFISH
You'll be all right?

LIMPET
I'll be fine.

ANGELFISH
I'll make sure you find your way back.

She swims off.

LIMPET
How?

ANGELFISH
You'll know.

CUT TO:

EXT. KNOTTS NAVAL BASE - DUSK

It's a large military complex.

DISSOLVE TO:

INT. KNOTTS NAVAL BASE - CLOSE ON GEORGE'S CONFUSED FACE - CONTINUOUS ACTION

GEORGE
My brother?

CUT TO:

INT. DINGY - NIGHT

George speaks into a walkie-talkie.

GEORGE
Now what?

COMMANDER (V.O.)
Just wait. He said he'd contact you.

ANGLE ON OCEAN SURFACE

Limpet pops his head up. He sees George and gives him a warm smile.

LIMPET
Hello, George.

BACK TO GEORGE

George almost falls out of the boat.

GEORGE
Who is that?

LIMPET
It's me, George. Larry. Your brother.

George shines a flashlight around the water. He sees no one.

GEORGE
My brother's dead.

LIMPET
I'm not dead, George. I'm... different. But I'm still your brother.

GEORGE
What are you doing out here in the middle of the ocean?

LIMPET
I'll explain everything. I'm coming out now. But I want you to know that I'm different. Don't be scared. I'm perfectly all right. I'm just... different.

GEORGE
I'll be fine, Larry. Just come out.

LIMPET
Okay. Here I come.

Just then George hits Limpet with the flashlight.

LIMPET
Hi, George.

CLOSE ON GEORGE'S FACE

He looks at Limpet. Beat. His eyes roll back into his head and he faints.

DISSOLVE TO:

CLOSE ON GEORGE'S FACE

A stream of water is spraying on his face. Beat. He's beginning to come to.

PULL BACK...

We see that the stream of water is coming out of Limpet's mouth. George comes to.

GEORGE
(to himself)
Huh? Man, what a dream.

He looks over the side of the dinghy. Limpet is there.

LIMPET
Sorry, George. I didn't mean to scare you like that.

George fights the urge to scream.

GEORGE
You're a fish!

LIMPET
My experiment was a success.

GEORGE
Why are you a fish?!

LIMPET
George, listen to me.

GEORGE
No, you listen to me. I want to know why you're a fish.

LIMPET
My experiment, George. Don't worry. I can change back. Listen, I saw Dr. Malle in Susan's submarine. Do you know anything about this?

GEORGE
This is great. My brother's a fish.

(CONTINUED)

CONTINUED:

LIMPET
George! Dr. Malle?!

GEORGE
What? Oh, yeah. Remember that heat ray? He's got it on Susan's sub. He's threatening to blow up Fish Bay.

LIMPET
What?

GEORGE
Hold on, Larry? It gets worse. He kidnapped Susan. She's on board.

LIMPET
Oh my God!

GEORGE
Do you have any idea where it is?

LIMPET
Not exactly.

GEORGE
Larry, we have to find that sub. They gave this to me.

George holds out a small, black box to Limpet.

GEORGE
It's a tracking device. You have to put it on that sub. We'll take it from there.

LIMPET
What are you going to do? You're not going to hurt Susan, are you?

GEORGE
Larry, right now we're a little more concerned about Fish Bay.

Limpet takes the box.

LIMPET
I'll do the best I can, George. Let's meet back here in an hour and I'll let you know how it went.

(CONTINUED)

CONTINUED:

GEORGE
Okay. Good luck, Larry. And be careful.

Limpet dives in and swims out of sight.

INT. AIRCRAFT CARRIER - BRIEFING ROOM - NIGHT

General Noyes, the Commander and George are present.

GENERAL NOYES
You gave a military tracking device to a fish?

GEORGE
He is my brother, sir.

COMMANDER
And what kind of fish did you say he was?

GEORGE
It's hard to tell with the glasses.

GENERAL NOYES
He wears glasses?

GEORGE
He always wore glasses.

GENERAL NOYES
And you gave him the tracking device?

GEORGE
Yeah. He'll do it, General. He's meeting me back here in an hour. You can talk to him yourself.

OFF the Commander and General's look we:

CUT TO:

EXT. OCEAN - UNDERWATER - NIGHT

Limpet is swimming along, struggling to hang on to the tracking device. Limpet looks around. He sees a long line of neon fish marking a path downward toward Down Under.

(CONTINUED)

CONTINUED:

LIMPET
Neons. She is one clever fish.

He follows the neons.

DISSOLVE TO:

EXT. OCEAN - UNDERWATER - NIGHT

Limpet is swimming along still following the neons. He finally sees the opening to Down Under and enters.

EXT. DOWN UNDER - CONTINUOUS ACTION

Angelfish is waiting for him.

ANGELFISH
Over here, Limpetfish.

Limpet swims to her. He smiles.

LIMPET
Neon fish. Nice touch.

She smiles back.

ANGELFISH
I thought you'd appreciate it.

LIMPET
Did you find the sub?

ANGELFISH
Yeah. This way.

DISSOLVE TO:

EXT. DOWN UNDER - BY SUB - NIGHT

Bruno and Blowfish are swimming around the sub. Angelfish and Limpet approach. Limpet holds out the black box and heads for the sub.

BLOWFISH
(re: box)
What's that?

LIMPET
George gave it to me.

(CONTINUED)

CONTINUED:

BRUNO
A rock gave you a box?

Limpet ignores them.

LIMPET
This will help them find the sub.

BLOWFISH
Them? Who's them?

LIMPET
George. The military.

ANGELFISH
Military?

LIMPET
The air breathers.

BRUNO
This box is going to lead more air breathers down here? Are you crazy?

LIMPET
I was --

BRUNO
(interrupting)
Down Under's the last place they don't know about. They'll destroy it. Look what they did to Coral Bay and Donovan's Reef, and the Ice Cove. Dumping that garbage and that black crap you can't get off a fish no matter how hard you try.

LIMPET
Bruno, I --

BRUNO
(interrupting)
So help me, Limpetfish, one more air breather finds out about Down Under and I'm going to put your fin in a sling.

LIMPET
Alright, Bruno. Calm down. We'll take care of it ourselves. Look, I'm throwing it away.

(CONTINUED)

CONTINUED:

Limpet throws the device away. WHALE swims by, eats it and swims off.

LIMPET
So what do you propose we do now?

BRUNO
I don't know. You're the one with the brains.

LIMPET
I'm supposed to report back to George. If I explain the situation, maybe he can come up with another plan.

Limpet swims off. The others follow.

EXT. OCEAN - NIGHT

A fishing boat is anchored. An Italian fisherman, MARTINI, throws a giant net into the ocean.

EXT. OCEAN - UNDERWATER - NIGHT

A school of tuna is swimming along toward Limpet. Limpet gets caught in the crowd.

LIMPET
'Scuse me. Passing through. Sorry.

Angelfish tries to catch up to Limpet.

ANGELFISH
Limpetfish! Wait up.

Limpet turns to her. Angelfish swims to Limpet. Just as they're about to meet, the fisherman's net comes down and snares the school of tuna and Limpet. Angelfish is on the outside of the net. Limpet struggles to get out of the net.

LIMPET
Hey!

ANGELFISH
Help!

Blowfish and Bruno approach. They see Limpet in the net.

CONTINUED:

BRUNO
Nice play, Sharkspeare.

LIMPET
What's going on here?

BLOWFISH
Looks like tuna hunters.

LIMPET
I'm not a tuna.

ANGELFISH
Like that matters. They'll hunt tuna, catfish, dolphin... they don't care.

LIMPET
Can you get me out of here?

BLOWFISH
Let me put it to you this way...

Blowfish takes out his conch and blows "Taps" as the net is reeled in. Limpet disappears above the surface.

ANGELFISH
We have to save him.

BRUNO
Why? I say good riddance.

ANGELFISH
Use your head, guys. We've tried to stop the air breathers before and always failed. The only thing that can stop an air breather is another air breather and Limpetfish is the only one of us that can talk to them.

The others consider this.

ANGELFISH
So, you with me?

INT. TUNA BOAT - NIGHT

Martini reels in the net. He empties it on deck. Tuna, dolphin and Limpet flop around.

LIMPET
Help. I can't breathe. Help!

(CONTINUED)

CONTINUED:

Martini looks around to see who's calling out.

LIMPET
Down here. On deck. Get me in some water. Quick!

Martini looks on the deck. All he sees are fish. One catches his eye. It's a bespectacled fish who appears to be talking. Martini speaks in a heavy Italian accent.

MARTINI
You talking to me?

LIMPET
Yes. Please. I can't breathe.

MARTINI
What are you, a talking-a fish or something?

LIMPET
Please. Just get me in some water and I'll explain.

Martini looks around. He picks up Limpet and tosses him into a large bait tank. Limpet goes underwater to catch his breath. He pops his head up.

LIMPET
Thank you.

MARTINI
You a-welcome. So you a-never answer my question. You a talking-a fish or something?

LIMPET
I'm a man. I'm temporarily a fish. You have to toss me back in the ocean. I have important work to do.

MARTINI
Yeah, sure. I'm-a gonna toss back a talking-a fish. I catch-a you fair and square and now I want my three wishes!

EXT. OCEAN - NIGHT

A small dinghy is floating around.

ANGLE ON DINGHY

General Noyes, the Commander and George are in it. George is hanging over the side.

GEORGE
Come on, Larry. Where are you?

The Commander gives Noyes a "he's nuts" look. George turns to them.

GEORGE
He's usually very prompt. I don't understand.

GENERAL NOYES
Maybe his little fish watch is slow.

GEORGE
(uneasy)
Right.

He turns back to the ocean.

GEORGE
Larry! Larry!

OFF Noyes' and the Commander's look we --

DISSOLVE TO:

INT. MARTINI'S FISHING BOAT - NIGHT

Limpet is still in the tank. Martini is standing over him.

MARTINI
Okay. Here's-a my wishes. One. I wanna villa in Florence. Two. I wanna Sophia Loren. How she's-a look-a before. Not how she's-a look-a now. And three. I want a bigger boat.

LIMPET
Try to understand this. I am a man.

MARTINI
You sure look-a like a fish to me. But 'asta okay. You no give-a me three wishes. Fine. I got other plans for you, then.

INT. DINGHY - NIGHT

George is still hanging over the side. His voice is hoarse.

GEORGE
Larry! Larry!
(calmly to Noyes)
This really isn't like Larry. Something must have happened to him.

General Noyes and the Commander give each other a look, then they look at George.

CLOSE ON WORRIED GEORGE

Suddenly, a thick prison gate closes shut in front of his face.

PULL BACK to reveal we're:

INT. SHIP'S BRIG - NIGHT

George is behind bars.

GEORGE
I am not crazy! I'm telling the truth. My brother is a fish!

George turns around. His cellmate, SAL, hops down from the top bunk. He approaches George.

SAL
My brother's a bird.

George runs toward the bars. He screams.

GEORGE
Get me outta here!

EXT. DOWN UNDER - ANGLE ON OYSTER BAR - NIGHT

The Whale, who ate the tracking device, approaches. An OYSTER is tending bar.

OYSTER
Yeah?

WHALE
Give me a tall one. I swallowed something. It stuck in my throat.

CUT TO:

INT. AIRCRAFT CARRIER - CLOSE ON RADAR SCREEN - NIGHT

A blip is visible on the screen.

PULL BACK to reveal General Noyes and the Commander looking at the screen.

PARKER
We got him!

COMMANDER
Malle's sub?

PARKER
Yes. But we're getting an odd reading.

COMMANDER
What do you mean?

PARKER
It's deeper than any reading I ever saw. Almost as if it were under the ocean floor.

COMMANDER
We'll deal with that later. Right now, I want to find that sub. All ships, full ahead.

EXT. DOWN UNDER - NIGHT

The sub is still there.

EXT. OCEAN - NIGHT

The fleet is closing in.

INT. AIRCRAFT CARRIER - NIGHT

General Noyes, the Commander and Parker are on the bridge. They're looking at the radar screen with Parker.

COMMANDER
(to Parker)
Well?

PARKER
We're tracking something, sir. But it's not a sub.

COMMANDER
What is it?

(CONTINUED)

CONTINUED:

PARKER
Best I can tell... a whale, sir.

GENERAL NOYES
A whale?

COMMANDER
Are you sure?

PARKER
That's what my readings show, sir.

COMMANDER
All right. Deploy one of our unmanned, re-con subs to get a closer look at this whale.

EXT. OCEAN - UNDERWATER - NIGHT

From the hull of the aircraft carrier a small re-con sub emerges. It's missile shaped and has a BEEPING ANTENNAE on top. It heads for the crevice and makes it way toward Down Under.

EXT. DOWN UNDER - OYSTER BAR - CONTINUOUS ACTION

There are five tall empty glasses in front of Whale. Whale, quite drunk, is pouring his heart out to Oyster.

WHALE
And then she just ups and leaves me. Just like that.

OYSTER
Ah. There's other fish in the sea.

WHALE
That's easy for you to say. You're good-looking. Look at me. I weigh four and a half tons. Give me another tall one.

OYSTER
I think you've had enough, pal. Why don't you go home and sleep it off?

WHALE
Maybe you're right. Thanks for hearing me out.

Whale exits.

EXT. DOWN UNDER - CONTINUOUS ACTION

The re-con sub is searching for the tracking device. Whale swims by and the re-con sub follows it. Whale looks off in the distance.

WHALE'S DRUNKEN POV

He sees what looks like an attractive yellow whale. The image comes IN and OUT OF FOCUS. We see that it's Susan's sub... the whale sees it as a female whale.

BACK TO SCENE

Whale has a big smile on his face. He likes what he sees.

WHALE
Wow! She's hot!

Whale swims toward Susan's sub. The re-con sub follows.

INT. SUBMARINE - CONTINUOUS ACTION

The radar screen BEEPS.

DR. MALLE
What's that?

Susan looks at the screen. She looks in the periscope.

PERISCOPE POV

Susan sees the whale. She PANS OVER and sees the re-con sub.

BACK TO SCENE

Susan smiles. She turns to Malle.

SUSAN
It's nothing. Just a whale.

DR. MALLE
Not that I don't trust you, but let me see.

Malle looks in the periscope. He stows it and glares at Susan.

(CONTINUED)

CONTINUED:

DR. MALLE
Nice try, girly girl. But it looks like we have company.

He moves to the computer that controls the heat ray. He's ready to fire it.

DR. MALLE
(to Susan)
I don't really feel like company tonight, do you?

SUSAN
I don't mind.

DR. MALLE
I do.

Malle fires the heat ray.

INT. AIRCRAFT CARRIER - NIGHT

The Commander, General Noyes and Parker are still looking at the screen. Suddenly, in a flare, the blip they're watching blows up.

PARKER
Whoa!

COMMANDER
What happened?!

PARKER
Something just blew up our re-con sub.

GENERAL NOYES
Malle.

DISSOLVE TO:

EXT. SEA LAND - DAY

This is a Sea World-like attraction. It's early morning. The park isn't opened yet.

DISSOLVE TO:

CLOSE ON MAN'S FACE

This is DR. LEONARD, head of Sea Land. He's looking downward. His eyes are bugging out.

DR. LEONARD
Unbelievable.

PULL BACK to reveal --

EXT. SEA LAND/DOCK - DAY

Dr. Leonard is on Martini's boat. He and Martini are looking into the tank where Limpet is. Dr. Leonard and Martini shake hands exuberantly.

EXT. OCEAN - DAY

Angelfish, Blowfish and Bruno look at Sea Land as Dr. Leonard and Martini take Limpet off the fishing boat. Angelfish, Blowfish and Bruno submerge.

EXT. OCEAN/UNDERWATER - CONTINUOUS ACTION

Angelfish, Blowfish and Bruno swim downward. They stop in front of a grated duct. Water rushes out at tremendous force. They struggle to maintain their position.

BLOWFISH
This seems like the only way in.

Bruno rolls up his shrimp sleeves and swims toward the flow.

BRUNO
Stay back, guys. This is nothing. I've fought stronger currents than this.

Bruno struggles and enters the duct. Beat. He's whirled out, barely missing the metal bars.

BRUNO
Wow, what a rush.
(beat)
Sorry. It's impossible.

ANGELFISH
Wait. If this water is coming out then there must be someplace where it's going in.

(CONTINUED)

CONTINUED:

They look off. They see hundreds of fish being sucked into another duct. A few fish are clinging to the rim of the duct, holding on for dear life. They swim over. An OCTOPUS on three crutches stands by the duct.

OCTOPUS
Get back! It's dangerous in there. There's a giant sucking machine in there. Huge cutting knives. Cut you to shreds. Look what it did to me.

BLOWFISH
We have to rescue a friend of ours.

OCTOPUS
If he's in there I advise you to find another friend. This is the end of the road for fish.

ANGELFISH
Wait! I've got an idea. Help me.

Angelfish, Blowfish and Bruno swim over to some weeds. She starts to uproot them, Blowfish and Bruno join in. When they have enough they carry it over to the duct and let it be sucked in. Beat. There's a huge underwater jolt. Some sparks fly out of the duct. Then, no more suction. The fish clinging to the side of the duct are free. They swim off happily. Octopus is amazed.

OCTOPUS
Well, I'll be.

Angelfish, Blowfish and Bruno swim into the duct.

OCTOPUS
This must be some friend you have in there.

ANGELFISH
Yeah, but he's more than a friend.

OCTOPUS
Oh, I understand.

Sadly, Octopus pulls out a picture of his Octopus mate. He looks at her longingly. He swims up to Angelfish and Bruno.

OCTOPUS
This is my girl. Maggie. We met in there.

(CONTINUED)

CONTINUED:

ANGELFISH
You've been in there?

OCTOPUS
Yup.

ANGELFISH
Can you lead us to our friend?

OCTOPUS
I... I can't go in there. I got three bum legs. But I know this place. You stay to the right. Avoid the blue tunnels, they lead you right back here.

BRUNO
Don't listen to him Angelfish, he's a mollusk.

ANGELFISH
This coming from a crustacean.

Angelfish turns to Octopus.

ANGELFISH
Your girl's still in there?

OCTOPUS
She's the love of my life. Now, she's nothing but a --
(breaking down)
-- side show attraction. Every day... eleven, one and three o'clock.

Angelfish nods.

ANGELFISH
Thanks for your help. We'll stay clear of the blue tunnels.

Angelfish, Blowfish and Bruno swim off leaving Octopus alone with his memories.

INT. SEA LAND/MAIN STAGE - DAY

This is the place where the killer whales, dolphins, etc., do their show. Surrounding the perimeter of the tank is a ten foot tall splash guard. The place is packed with spectators. The media is there as well. Dr. Leonard and Martini stand underneath a huge banner which reads: "See the World's Only Talking Fish." There's a party atmosphere in there.

INT. SEA LAND/HOLDING TANK - DAY

This is where Limpet is being held. He's looking for a way out. He sees none. Just then a fence lifts at the other end of Limpet's holding tank. He swims over cautiously. He enters another, larger tank. It's the main show tank. He looks up.

HIS POV

THROUGH the water we see a blurry maze of colors.

CUT TO:

INT. SEA LAND/MAIN STAGE - DAY

Dr. Leonard and Martini stand underneath the colorful banner. Behind them is a jumbo screen TV, it catches the action beneath the water. On the screen is a very confused Limpet.

DR. LEONARD
Ladies and gentlemen, welcome to Sea Land, home of the world's only talking fish!

The audience cheers.

INT. SEA LAND/MAIN PARK - DAY

We FOLLOW a family of five as they walk on a path. A father pushes a stroller with a toddler in it. The toddler is eating M&Ms. One of the M&Ms falls and rolls into a sewer.

INT. UNDERNEATH SEA LAND/SEWER - DAY

We're inside the sewer. Angelfish, Blowfish and Bruno swim by just in time for the M&M to hit Bruno in the head.

BRUNO
Mayday! Mayday! I've been hit!

ANGELFISH
You're fine.

BRUNO
Okay. Let's go.

They continue swimming underneath the intricate tunnel system of Sea Land.

INT. SEA LAND/MAIN STAGE - DAY

Dr. Leonard is addressing the audience.

DR. LEONARD
So, without further ado -- please feast your eyes, but mostly your ears, on the world's first talking fish!

ANGLE ON WATER

Limpet pops his head up. He looks around. The crowd gasps. Beat. We hear a garbled voice coming from somewhere.

ANGELFISH (O.S.)
Limpetfish! Limpetfish!

Limpet submerges. The voice is more distinct.

ANGELFISH (O.S.)
Limpetfish!

LIMPET
Angelfish!

Limpet swims over to a grated hole on the side of the tank. He and Angelfish nuzzle.

ANGELFISH
Oh, Limpetfish, I thought I'd never see you again.

LIMPET
You've got to get me out of here.

BLOWFISH
What do you think we're trying to do? Catch the show?

ANGELFISH
We've got a way out of here but you have to make a jump into this tank. You think you can do it?

LIMPET
I'll try.

Limpet swims upward with great force. He leaps out of the water and smashes into the splash guard.

The audience ooohh's and aaahh's. Limpet swims back down to Angelfish, Blowfish and Bruno.

(CONTINUED)

CONTINUED:

LIMPET
Stand back. I have an idea.

He swims up to the surface.

ANGLE ON SURFACE

Limpet pops his head up. The audience MURMURS.

DR. LEONARD
Please, please, quiet. I think he's about to speak.

Beat. Suddenly, Limpet opens his mouth and lets out one of his HONKS.

ANGLE ON NEWS CAMERA

The LENS EXPLODES. The camera operator falls back off his perch.

ANGLE ON OTHER NEWS CREW

A man holding out a microphone jumps in terror. He grabs hold of his earphones and tears them off his head.

ANGLE ON AUDIENCE MEMBER

His glasses crack and he tosses his popcorn in the air.

ANGLE ON DR. LEONARD AND MARTINI

They have to run for their lives as the jumbo SCREEN EXPLODES behind them.

ANGLE ON AUDIENCE

They cover their ears. Some begin to run toward the exit in a panic.

BACK TO SCENE

Limpet looks at the splash guard. It's vibrating violently, but still remains intact. Limpet submerges.

LIMPET
Well, here goes nothing.

Limpet gives the loudest HONK yet. It reverberates.

EXT. SEA LAND/MAIN PARK - DAY

The ground shakes as if it were an 8.6 earthquake. The patrons look around confused. Then, like skyrockets, the sewer covers blow upward.

INT. SEA LAND/TROPICAL FISH BUILDING - DAY

The place is trembling. The patrons look around confused, then the fish TANKS EXPLODE. The fish stream out.

INT. SEA LAND/CONCESSION AREA - DAY

Patrons watch in amazement as rivers of jumping fish stream toward them. The patrons run. The rivers converge and head toward the open sewers. The sewers drain into the ocean. The fish are free.

EXT. OCEAN/UNDERWATER - DAY

We're by the intake valve. Octopus looks around in amazement at all the freed fish coming out of the intake valve. He looks for his lost love.

OCTOPUS
Maggie?! Maggie?!

INT. SEA LAND/MAIN STAGE - DAY

The splash guard is vibrating violently.

ANGLE UNDERWATER

Limpet swims upward with tremendous force.

ANGLE ON SURFACE

Limpet jumps out of the water. He's heading right toward the splash guard. He HONKS again just as he's about to crash into it. The SPLASH GUARD SHATTERS. He makes it into the other tank.

INT. HOLDING TANK - CONTINUOUS ACTION

Angelfish and Blowfish are fighting against the torrential current, but it's too much for Bruno and he gets swept away.

(CONTINUED)

CONTINUED:

BLOWFISH
Bruno!

They all swim after Bruno.

INT. SEA LAND/MAIN STAGE - DAY

Dr. Leonard and Martini get up from the rubble. Dr. Leonard turns to two Sea Land trainers, in full scuba gear.

DR. LEONARD
Go get the fish with the glasses. I want him alive and talking.

INT. SEA AND/UNDERGROUND TUNNEL SYSTEM - DAY

Angelfish, Blowfish and Limpet are still looking for Bruno when the two trainers block their path. One of the trainers lunges for Limpet.

LIMPET
Whoa! Let's get out of here!

Angelfish, Blowfish and Limpet retreat.

FOLLOW as they enter a tunnel.

They swim for their lives, the two trainers in close pursuit. They finally make the last tunnel. Up ahead is the giant intake motor with its menacing-looking propeller. It's still jammed with seaweed. They swim toward it.

LIMPET
We're almost free!

They make it through. They're:

EXT. OCEAN/UNDERWATER - CONTINUOUS

They swim away.

ANGELFISH
We made it!

The two trainers are still in hot pursuit. Angelfish, Blowfish and Limpet are getting away. Just when they're about to get in the clear, ten more divers submerge and block their path. Angelfish, Blowfish and Limpet are surrounded. They look around hopelessly. Beat. We hear the CAVALRY CHARGE.

ANGLE ON BRUNO

He's riding on a sea horse, leading one thousand other shrimp on sea horses. The shrimp are brandishing weapons: pointy shells, sharp coral, sea weed whips.

They attack the trainers. They jump on their backs. Ten men are no match for a thousand shrimp.

BRUNO
Hey, Blowfish. Use the georges! Use the georges!

BLOWFISH takes a huge mouthful of small rocks. He blows himself out and then SPITS OUT the ROCKS LIKE A MACHINE GUN. Amid the melee, Angelfish, Blowfish, Bruno and Limpet get away. They swim past Octopus and Maggie who are arm in arm in arm in arm. Angelfish and Octopus give each other a wink.

EX. OCEAN/UNDERWATER - DAY

Limpet and Angelfish are swimming along. They're clearly exhausted after the big adventure. Limpet stops to rest by a beautiful sponge garden. Angelfish swims up to him.

LIMPET
(to Angelfish)
You saved my life.

ANGELFISH
It's a life worth saving.

Limpet smiles. Angelfish looks deep into his eyes. They sparkle. She moves closer, like she wants to kiss him. Limpet snaps out of it and pulls away, nervously.

LIMPET
Look, Angelfish, I... I should have told you this before.

ANGELFISH
What is it?

LIMPET
Well... see... I'm... I'm not like you.

ANGELFISH
How do you mean?

LIMPET
Well, you must have noticed this thing that hangs around my neck.

(CONTINUED)

CONTINUED:

Limpet shows her the vial of the red serum.

ANGELFISH
I just thought you were diabetic.

LIMPET
No. But it is kind of like medicine. Medicine that turns me back into what I really am.

ANGELFISH
You're an air breather.

LIMPET
Geez, I wish it was that simple, Angelfish. See the real truth is -- what did you say?

ANGELFISH
You're an air breather.

LIMPET
How could you possibly know that?

ANGELFISH
I'm not blind, Limpetfish.

LIMPET
I'm... I'm so sorry. When I started my experiments I just longed to be a fish. I never thought I'd meet someone down here like you.

ANGELFISH
How come whenever I meet a great fish he's either married or an air breather?

LIMPET
Angelfish, I really like you, but --

ANGELFISH
(interrupting)
Spare me, Limpetfish. I've heard it all before. You're not ready to commit. Your life is up there.

LIMPET
Angelfish. It's --

(CONTINUED)

CONTINUED:

ANGELFISH
(interrupting)
... not me, it's you. I get the picture. Forget about it. Right now we've got to get you to George.

Angelfish swims off with a sad look on her face. Limpet follows.

DISSOLVE TO:

EXT. OCEAN/UNDERWATER - NIGHT

Limpet and his gang are swimming along. They swim into a school of panicked FISH coming out of Down Under.

FISH #1
Swim for your lives!

FISH #2
The air breathers are coming! The air breathers are coming!

Blowfish stops one of the fish.

BLOWFISH
Hey, slow down. What's going on?

FISH #1
Where you been? There's a whole bunch of air breathers heading for Down Under.

The fish swims off. Blowfish turns to Limpet.

BLOWFISH
More air breathers Down Under?

LIMPET
It can't be. You saw. I threw away the tracking device.

BLOWFISH
Enough of your gobbledygook! You lead them Down Under!

LIMPET
I didn't mean any harm. I was trying to help.

BRUNO
Help who? The air breathers?

(CONTINUED)

CONTINUED:

LIMPET
I -- I'm so sorry.

BLOWFISH
I think it's time we parted ways here, Limpetfish.

LIMPET
I can help.

BRUNO
You've helped enough already. Blowfish is right. Time for you to beat it.

LIMPET
But --

BRUNO
Now!

Blowfish and Bruno swim off. They stop and turn to Angelfish.

BLOWFISH
You coming with us?

Angelfish looks at Limpet, then at Blowfish. Sadly, she swims off with Bruno and Blowfish.

LIMPET
Angelfish!

But it's too late. She's gone.

INT. AIRCRAFT CARRIER - NIGHT

General Noyes and the Commander are on the bridge.

COMMANDER
Fire three!

EXT. OCEAN - CONTINUOUS ACTION

FOLLOW as a torpedo leaves the aircraft carrier. Shortly after it leaves, the heat ray destroys it.

INT. AIRCRAFT CARRIER/BRIDGE - CONTINUOUS ACTION

The Commander is looking at the vid-screen at the destroyed torpedo. He turns and speaks into a mic.

(CONTINUED)

CONTINUED:

COMMANDER
(in mic)
It's no use, Mr. President.
There's no way to get to him.

There's STATIC on the vid-screen, beat, then Dr. Malle appears on it.

DR. MALLE (V.O.)
He's right, Mr. President. Now, by my watch you have eight hours. And shoot one more missile at me and you can kiss Fish Bay good-bye right now.

INT. SUBMARINE - NIGHT

Susan is behind the camera.

DR. MALLE
That is all.

Malle nods to Susan to stop the camera.

DR. MALLE
Where was my closeup?!

SUSAN
In case you haven't been paying attention, I'm not on your side.

INT. AIRCRAFT CARRIER/BRIDGE - NIGHT

They're all looking at the blank vid-screen.

GENERAL NOYES
(in mic)
I'm afraid he's got us beat, Mr. President.

PRESIDENT (V.O.)
All right, if you can't stop him I'm ordering a deep nuke charge of the entire area.

GENERAL NOYES
(in mic)
Why don't we just give him the money, sir?

(CONTINUED)

CONTINUED:

PRESIDENT (V.O.)
I don't negotiate with terrorists. Besides, where am I going to come up with that kind of cash?

GENERAL NOYES
What about your secret slush fund?

PRESIDENT (V.O.)
(indignant)
Hey, that money is for an emergency. Just find Dr. Malle.

The President BREAKS THE CONNECTION.

COMMANDER
What do we do now?

GENERAL NOYES
Pray for a miracle.

Just then, Limpet's voice comes over the P.A.

LIMPET (V.O.)
Hello? Anybody there?

General Noyes and the Commander run to the communications station. Noyes grabs the mic.

GENERAL NOYES
(in mic)
Who is this?!

LIMPET (V.O.)
It's me. Limpet. Sorry I couldn't make it last night. Is George still around?

EXT. OCEAN - NIGHT

Noyes, the Commander and George are once again in the dinghy.

GEORGE
Larry?

Just then, Limpet pops up. He looks at the guys in the dinghy.

(CONTINUED)

CONTINUED:

LIMPET
Hi, George. Gentlemen. It's nice to meet you face-to-face. Now what do you say we do something about Dr. Malle?

Noyes and the Commander give each other a look as if they'd just seen a talking fish wearing glasses.

INT. AIRCRAFT CARRIER - NIGHT

A fish tank has been set up in front of a large glass strategy board. Limpet is in the tank looking over the board.

GENERAL NOYES
You want me to put the fate of the world in the hands of a fish?

LIMPET
I know that sub. I can get in there with your help. I can stop him. I know some pretty resourceful fish down there who can help.

General Noyes turns to the Commander.

GENERAL NOYES
What do you think?

COMMANDER
I think we don't have any options.

GENERAL NOYES
Can you train a fish to stop Malle?

COMMANDER
It's a relatively simple matter of changing Malles' computer coordinates.
(thinking)
I think I can.

They turn back to Limpet.

GENERAL NOYES
Okay, Limpet. You're on. We've got until tomorrow at noon. That's fourteen hours. After that, the President is nuking the entire area.

EXT. OCEAN/UNDERWATER - NIGHT

Limpet is swimming along, looking for his pals. He spots Blowfish and swims up to him.

LIMPET
Blowfish. Blowfish!

Blowfish turns around.

BLOWFISH
I hear a voice, but I don't see anybody. That's odd.

LIMPET
Come on, Blowfish. Where are the others? We have a lot of work to do.

BLOWFISH
You've got nerve coming back here after what you did.

LIMPET
I talked to the air breathers. We have to help them or everything down here will be destroyed.

Angelfish swims up to them.

LIMPET
Angelfish.

ANGELFISH
(coldly)
Limpetfish.

Bruno approaches.

BRUNO
Hey, yo. I thought I told you to beat it.

LIMPET
You all have to listen to me. I'm sorry for what I did. But we're in great danger. We don't have much time. We have to work with the air breathers.

They ignore him. Limpet turns to Angelfish.

LIMPET
Angelfish. Talk to them.

Angelfish turns to the others.

(CONTINUED)

CONTINUED:

ANGELFISH
Anyone up for Chinese tonight?

LIMPET
Angelfish!

ANGELFISH
Why should we listen to you?

LIMPET
Can't we please put our personal differences aside? I'm trying to save Down Under.

Angelfish softens a bit.

ANGELFISH
Maybe we should hear him out.

BRUNO
He's a ratfish!

BLOWFISH
A stoolie!

ANGELFISH
(to Limpet)
Well, they're all yours. Better make it good.

LIMPET
Where are we as a race if we can't trust each other?

ANGELFISH
We?

LIMPET
All right. All right. I admit it. I'm an air breather.

Blowfish's eyes bug out. Bruno heaves.

LIMPET
You've got to understand. All my life I've envied fish. Now that I am one --

BRUNO
(interrupting)
Hey, yo, this is too weird for me.

(CONTINUED)

CONTINUED:

LIMPET
The last thing I wanted was to hurt any of you. It's beautiful down here. But it's in danger. We can save Down Under. Look what we did when we worked together at Sea Land. That's the way it should be. I know the timing's bad, but I'm asking for your trust now. I swear by everything that's dear to me I will not betray you.

There's a silence. Angelfish, Bruno and Blowfish stare at Limpet. They huddle together as Limpet watches. Finally, they turn to Limpet.

ANGELFISH
Okay. We're with you.

CUT TO:

INT. AIRCRAFT CARRIER - MONTAGE - DAWN

This is the "getting ready montage" to the driving beat of some really cool "let's do it!" MUSIC.

1) Limpet, Angelfish, Blowfish and Bruno are in a fish tank in the briefing room. They all have a dumbfounded look on their faces. PAN OVER TO General Noyes, Commander and George with the same dumbfounded look on their faces.

2) Limpet leads his gang into the aircraft carrier's hull through the intake valves. Limpet and the gang exit the intake valve. They're now in the ocean. Limpet surfaces. George is in a dinghy. George clicks his stopwatch. He gives him a "thumbs up."

3) A technician is teaching Bruno how to weld. Bruno is pretty adept with his tentacles. The technician is impressed.

4) Limpet is going over some computer schematics with a technician. Limpet nods as he gets the procedure.

DISSOLVE TO:

INT. BRIEFING ROOM - DAY

General Noyes is addressing his team and Limpet's team who are all in the tank.

(CONTINUED)

CONTINUED:

GENERAL NOTES
Ladies, Gentlemen... Fish...

Bruno splashes around.

GENERAL NOYES
Sorry. And Shrimp. How we comport ourselves in the next hour will determine the fate of all mankind... and fishkind... and shrimpkind. Never have I worked with so dedicated a team. For two species to work so closely together...

He's getting all choked up.

GENERAL NOYES
I'm sorry. I promised myself I wouldn't cry.

He blows his nose.

GENERAL NOYES
(to Limpet)
Anything you want to say?

LIMPET
It's just that never have I been so proud to be a man. On the other hand, I've never been so proud to be a fish. Now... let's go save the world!

The humans all cheer and high-five each other. The fish also slap fins.

EXT. OCEAN/UNDERWATER - DAY

Limpet leads his team. They're carrying a lot of equipment. They head for the crevice that leads to Down Under.

EXT. DOWN UNDER - CONTINUOUS ACTION

Limpet, Angelfish, Blowfish and Bruno enter carrying the equipment.

LIMPET
Let's move. Clock's ticking.

(CONTINUED)

CONTINUED:

Limpet and his team swim up to the sub. Limpet pulls out a schematic and checks his location. He points to a spot on the wall.

LIMPET
(to Bruno)
Right here.

BRUNO
Out of my way.

Blowfish whistles. Neil the Eel approaches.

BLOWFISH
Thanks for coming, Neil.

NEIL
Anything for you, pal.

Neil hooks himself up to a high-powered lighting system. The area where they're working is bathed in bright light. Bruno sets up his welding equipment and starts welding a circular hole in the sub's hull.

LIMPET
(to Blowfish)
You ready back there?

Blowfish is waiting a few feet away in the intake valve. He nods. Bruno finishes cutting the hole. The pressure blows the hole inward. Water starts to rush into the sub.

INT. SUBMARINE/BRIDGE - DAY

There's a jolt on the bridge. Susan and Malle are tossed about.

DR. MALLE
What was that?!

Susan looks at his control panel.

SUSAN
We're losing pressure.

DR. MALLE
Well, what are you standing here for? Go fix it!

Susan exits.

INT. SUBMARINE/INTAKE VALVE - DAY

Limpet grabs the equipment and enters the sub through the hole. Blowfish centers himself in the hole and blows himself out. He successfully seals the hole. The water stops rushing in.

INT. SUBMARINE/LOWER OBSERVATION DECK - DAY

Wires are coming out of the torpedo hole where the heat ray is. The wires are connected to one of Malle's computers. All else is quiet.

This silence is broken by a rolling sound.

ANGLE ON CORNER OF ROOM

Limpet is making this noise. He's propped up on a small skateboard-like apparatus. He's wearing a tiny scuba outfit that has been modified to supply him with water, not air. Water bubbles spill out, where one would expect air bubbles to be. He rolls toward the computer.

LIMPET'S POV

THROUGH his mask he gets a limited view of the room. The sound in his mask is eerie; like Darth Vader underwater.

BACK TO SCENE

He gets to the computer. He opens a small pouch on his utility belt. Inside are tools that have been altered to allow a fish to use them. He begins to open the computer. The lights go on suddenly. Limpet turns.

LIMPET'S POV

We hear the strange BREATHING sound as Limpet sees Susan in the doorway. Susan's mouth hangs open.

BACK TO SCENE

Limpet rolls to her. Susan backs up in fear.

LIMPET
It's all right, Susan. It's me.

SUSAN
Who's 'me?'

(CONTINUED)

CONTINUED:

LIMPET
Me. Larry. Larry Limpet.

SUSAN
Larry, you've changed. What is it? Wait. Don't tell me. Is it your hair? No. I got it. You're a fish.

LIMPET
My experiment worked.

SUSAN
You know, honey, this is going to put a real damper on our relationship.

LIMPET
I must say, Susan. You're taking this awfully well.

SUSAN
With everything I've seen down here, I figured you were just another hallucination.

LIMPET
It's all real, Susan. And you have to promise me you'll never tell anybody what you've seen down here.

SUSAN
Sure. Anything else?

LIMPET
Where's Malle?

SUSAN
He's on the bridge.

LIMPET
Keep him busy while I try to reprogram the coordinates.

SUSAN
Okay.

LIMPET
Susan, is your escape pod functional?

SUSAN
Yeah. But Malle has the keys.

(CONTINUED)

CONTINUED:

LIMPET
You got to get them somehow and get out of here.

DISSOLVE TO:

INT. SUBMARINE/BRIDGE - DAY

Susan enters.

DR. MALLE
So? What was the problem?

SUSAN
No problem. Some talking fish sneaked aboard. He's trying to reprogram your computer.

DR. MALLE
So very funny. I'm surprised you don't have your own television show.

INT. SUBMARINE/LOWER OBSERVATION DECK - DAY

Limpet is finishing up on his terminal. He takes a beat. He stares at the computer.

LIMPET'S POV

The STRANGE SOUND punctuates the intensity of the moment as Limpet stares at the enter key.

BACK TO SCENE

Slowly, he reaches out his fin and presses the key. He waits. Nothing happens. A look of confusion and panic comes over his face.

INT. SUBMARINE/BRIDGE - DAY

Malle is quite calm. Susan seems nervous. She steals a quick look at the digital clock that is ticking down the time. There are fifteen minutes left. Malle notices her looking at the clock.

DR. MALLE
What's going on?

(CONTINUED)

CONTINUED:

SUSAN
Nothing.

DR. MALLE
You trying to pull a fast one on me?

SUSAN
No, I...

Malle looks at his computer terminal. He notices that something is not right.

DR. MALLE
That's it! I told them not to mess with me. Bye-bye Fish Bay!

Malle enters a key on his computer terminal. The sub shakes with the launching of the heat ray.

EXT. SUBMARINE - DAY

The heat ray blasts from a portal.

INT. SUBMARINE/LOWER OBSERVATION DECK - DAY

Limpet is tossed about as the sub shakes violently for a moment.

LIMPET
It's too early! It's not supposed to blow yet!

INT. AIRCRAFT CARRIER/BRIDGE - DAY

General Noyes and the Commander are on the bridge.

GENERAL NOYES
What was that?

COMMANDER
It's the heat ray. He shot it off early.

They look at each other with great concern.

GENERAL NOYES AND COMMANDER
(together)
We're screwed.

EXT. OCEAN/SURFACE - DAY

The heat ray blasts skyward.

INT. SUBMARINE/LOWER OBSERVATION DECK - DAY

Limpet hits the enter key again and again. Nothing. He re-enters the data and hits the enter key. Nothing. He's completely at a loss.

EXT. FISH BAY - DAY

Fish Bay in all its glory:

PIER

Five men peacefully fish.

STREET

A group of children play tag.

ANOTHER STREET

A mother pushes her baby in a carriage.

INT. SUBMARINE/LOWER OBSERVATION DECK - DAY

Limpet stares at his keyboard.

LIMPET
Okay, Larry. Think. Maybe they gave me the wrong data. No. No. I got it right. So why doesn't it work? It worked up there. Everything was perfect up there.

He stops and looks around the room.

LIMPET
Up there. That's it. I'm in Down Under. More pressure. That would alter the data...

He begins to re-enter his new data.

LIMPET
(urgently)
Let's see. Taking into account the depth...

(CONTINUED)

CONTINUED:

He finishes calculating and, if he had them, crosses his fingers.

LIMPET
Well. Here goes nothing.

He presses the enter key.

EXT. SKY/BY HEAT RAY - DAY

We FOLLOW the powerful heat ray as it travels undaunted toward Fish Bay.

EXT. FISH BAY PIER - DAY

The heat ray is about to hit the pier when it suddenly arcs and does a 180 degree turn. I heads back in the direction it came.

ANGLE ON SCOTT

He reels in a big fish and holds it up to his friends.

SCOTT
Hey, he's a keeper.

Fish Baby is back to normal.

INT. SUBMARINE/LOWER OBSERVATION DECK - DAY

Limpet watches the readings.

LIMPET
Yes!

He then realizes he has to get out of there. He heads out, quickly.

INT. SUBMARINE - DAY

Dr. Malle is talking to Susan.

DR. MALLE
So, baby doll. Any minute, Fish Bay will be destroyed. Now who's the crazy one?

SUSAN
That would still be you, Doctor.

INT. SUBMARINE/NEAR ESCAPE HOLE - DAY

Limpet wheels himself quickly toward the escape hole. He struggles to get off the scuba equipment.

LIMPET
(yelling)
Now, Blowfish. Now!

Blowfish deflates. Water rushes into the sub. Limpet swims with all his might and gets into the intake valve.

INT. SUBMARINE - DAY

A loud ALARM sounds.

SUSAN
We're taking in water!

Something on the computer catches Malle's attention.

DR. MALLE
There's something wrong with the heat ray.

SUSAN
It's evil?

DR. MALLE
It's changed course. It's... it's heading right back at us.

SUSAN
I say we head for the escape pod.

DR. MALLE
I will not abandon ship.

SUSAN
Then you'll die. Can I please have the keys?

Dr. Malle thinks for a beat.

DR. MALLE
Oh... let's go!

EXT. DOWN UNDER - DAY

Angelfish, Blowfish and Bruno are waiting outside the sub. They see Limpet swim out of the intake valve. They follow him. Angelfish lags behind.

(CONTINUED)

CONTINUED:

LIMPET
Run, Angelfish!

ANGELFISH
Run?

LIMPET
Swim! Swim fast!

Limpet, Angelfish and the gang swim like gangbusters out of Down Under.

EXT. OCEAN/UNDERWATER - CONTINUOUS ACTION

They exit Down Under. Limpet splits from the others and swims towards the surface.

ANGELFISH
Limpetfish! This way.

LIMPET
There's something I have to do.

Angelfish follows him.

EXT. OCEAN/SURFACE

Limpet and Angelfish pop their heads up. Limpet looks up.

HIS POV

The heat ray is heading right for them.

BACK TO SCENE

ANGELFISH
What is that?!

LIMPET
It's a heat ray.

ANGELFISH
Let's get out of here.

LIMPET
I can't. It'll destroy Down Under unless I stop it.

(CONTINUED)

CONTINUED:

ANGELFISH
But you'll die.

LIMPET
It's a chance I have to take. Now leave!

ANGELFISH
What about us? I love you.

Limpet turns to Angelfish.

LIMPET
You... you what?

ANGELFISH
I waited all my life for someone like you. I'm not leaving now.

Limpet puts his fin around Angelfish and holds her tight.

LIMPET
Hold on!

The heat ray is heading right for them. Limpet looks at Angelfish.

LIMPET
I love you, too, Angelfish.

LIMPET takes a deep breath. Just as the heat ray is about to hit them, he gives the loudest HONK yet. The HEAT RAY EXPLODES just above them, propelling Limpet and Angelfish into the ocean.

EXT. OCEAN/UNDERWATER - CONTINUOUS ACTION

The ocean is in turmoil. Underwater mountains are crumbling everywhere. The hole to the sub-ocean that Dr. Malle blew up gets covered up by the debris. The secret of Down Under is safe once again. Limpet and Angelfish get separated.

ANGLE ON LIMPET

He's knocked about by falling rocks. His vial falls from his neck. He reaches for it, but looks up and notices a giant avalanche of rocks heading for him. He can't get to the vial, so he swims out of there.

LIMPET
Angelfish, let's get out of here.

BACK TO SCENE

Limpet swims off. He stops and looks back. Angelfish is heading for the vial.

LIMPET
No!

She swims down and grabs the vial. She looks at Limpet and smiles. Just then, the avalanche hits her and she's covered in the debris.

LIMPET
Angelfish!

Limpet swims toward the rubble. There's no way to get to her.

LIMPET
(sadly)
Angelfish.

It's the saddest moment in his life.

ANGELFISH
You coming or what?

Limpet turns toward her. She's holding the vial.

LIMPET
Angelfish!

They swim off. She gives him the vial.

ANGELFISH
Your medicine.

LIMPET
You shouldn't have done that.

ANGELFISH
Now, you'll be able to be an air breather again.

The ocean floor is still shaking.

LIMPET
We better get out of here.

They swim up toward the surface.

EXT. OCEAN - DAY

It's very calm until the escape pod surfaces. The pod opens. Dr. Malle and Susan appear. They look up. She smiles. His face drops.

THEIR POV

An aircraft carrier stands right in front of them. General Noyes, the Commander, George and twelve soldiers, guns poised, look at Dr. Malle.

EXT. AIRCRAFT CARRIER - DAY

Soldiers take Dr. Malle. George drapes a blanket around Susan. They look glumly out at the ocean. General Noyes comes up to them.

GENERAL NOYES
Outstanding job, Seamen.

General Noyes notices that George is staring out into the ocean.

GENERAL NOYES
I'll see to it that your brother gets a congressional medal of honor. He saved thousands of lives. He's a true hero.

GEORGE
He was one of a kind, all right.

Just then Dr. Malle is brought by. Dr. Malle stops.

GENERAL NOYES
Lock him up!

DR. MALLE
No wait. You can't lock me up. I know where the sub-ocean is.

GENERAL NOYES
So do I... two lights past Atlantis, take a left turn at Shangra-la, it's right next to Never Neverland.

DR. MALLE
I'm serious, I tell you. We were there. She saw it.
(to Susan)
Tell them.

SUSAN
Oh yeah, we were there. It's all different kinds of colors and fish like you've never seen.

She gives the international sign for "He's crazy." The sailors take him away.

(CONTINUED)

CONTINUED:

DR. MALLE
Stop! One more question. How?

GENERAL NOYES
It wasn't how. It was who.

DR. MALLE
Who? Who do you have that can match wits with me?

George perks up. He's very excited. He points out to sea.

GEORGE
That's who.
(calling out)
Larry! Larry, you're alive!

George runs down to greet Limpet. Dr. Malle looks out to sea.

DR. MALLE
A fish?

GEORGE
That's no fish. He's my brother.

SUSAN
And my man.

DR. MALLE
Wait. The guy in the picture. I knew that fish looked peculiar. He's the kook from the scientific society. He actually turned himself into a fish?

GEORGE
He turned himself into a hero!

GENERAL NOYES
(to soldiers, re: Malle)
Take him away.

EXT. AIRCRAFT CARRIER - ANGLE ON GEORGE - DAY

He's on the lower deck waiting for Limpet to swim up. Limpet approaches and sees the Commander and General Noyes saluting from the upper deck. Limpet returns the salute.

(CONTINUED)

CONTINUED:

COMMANDER
Job well done.

LIMPET
Thanks, but I had a little help from my friends.

Angelfish pops up. She bows. Blowfish pops up, he's all puffed up. Pause. George, the Commander and General Noyes give a concerned look.

GEORGE
(gravely)
Bruno?

Just then Blowfish spits something out. It's Bruno. We SEE Bruno rocketing skyward. He's giving a triumphant cheer.

BRUNO
Hey yo, look at me!

Bruno does a perfect swan dive back in the water.

ANGLE ON GEORGE AND SUSAN

They're all smiles.

ANGLE ON COMMANDER AND GENERAL NOYES

They're all smiles.

ANGLE ON LIMPET AND ANGELFISH

Limpet takes the red vial of red serum from around his neck.

LIMPET
There's something I have to do.

ANGELFISH
You don't have to explain.

She begins to tear up.

ANGELFISH
Good-bye, Limpetfish.

She swims off.

(CONTINUED)

CONTINUED:

LIMPET
Angelfish, wait.

She keeps swimming. Limpet watches her go. Beat. He takes the vial and opens it. He drinks the serum and jumps onto the deck of the aircraft carrier.

EXT. AIRCRAFT CARRIER - CONTINUOUS ACTION

Limpet flops around on deck like a fish out of water. Suddenly, an arm pops out where his fin was. Everyone watches in amazement as LIMPETFISH magnificently MORPHS back into Larry Limpet. He looks at his hands and smiles. He looks down and realizes he's completely naked. George and all the sailors look on with incredulous stares. Susan is smiling. So is one of the sailors.

LIMPET
Uh, George? You think you can get me a towel or something?

DISSOLVE TO:

EXT. LIMPET'S EVERYTHING FISH - DAY

The truck is still parked in front. The burly driver is sleeping in it. George, Susan, and Limpet pull up. Limpet sees the truck and goes right to it. He bangs on the door. The burly man gets out.

BURLY MAN
Hey, you woke me up.

LIMPET
You have exactly twenty-five seconds to get this truck out of here.

BURLY MAN
(menacingly)
Or what?

Limpet opens his mouth and HONKS. The truck's WINDSHIELD SHATTERS.

BURLY MAN
Okay. I'll move it. I'll move it.

The man gets in the truck and drives off.

DISSOLVE TO:

INT. EVERYTHING FISH/BACK ROOM - DAY

Limpet is going through his equipment. George and Susan are following him around.

GEORGE
It's amazing, Larry. Oprah called. She wants to do a whole show, with just you.

Limpet takes the tube of red serum and pours it down the sink.

SUSAN
You finally made something of yourself, Larry.

Limpet takes his notes and tosses them in the trash.

GEORGE
Nike wants to put out swim fins with your name on it.

Limpet takes a tube of green serum.

SUSAN
We're going to be rich and famous.

GEORGE
I've saved the best for last. McDonald's is talking 'Incredible Mr. Limpet Happy Meals.'

LIMPET
Guys, listen to me.

GEORGE
I'm listening.

SUSAN
What is it, honey?

LIMPET
George, I want you to have the shop. Find a great girl. Settle down. Be happy.

GEORGE
Sure, sure. You'll be way too busy for this place.

Limpet drinks the green serum.

SUSAN
What are you doing?

(CONTINUED)

CONTINUED:

LIMPET
I'm going back, Susan.

SUSAN
Back where?

LIMPET
Back where I belong. Back in the ocean.

GEORGE
What are you, nuts?

LIMPET
I was more a man as a fish than I ever was as a man.

GEORGE
You are nuts.

LIMPET
Down there, George... I have friends who I care about and who care about me. I have a life down there. I have a purpose.

GEORGE
You have a porpoise?

LIMPET
No, a purpose. I'm in love, George.
(beat, to Susan)
I'm sorry, Susan. I didn't mean for it to happen. But, for the first time in my life, I'm really in love.

SUSAN
What does she have that I don't have?

LIMPET
Gills.

They laugh.

LIMPET
(beat)
Are you going to be okay?

Susan looks deep into Limpet's eyes. She crosses to him and give him a hug and a gentle kiss on his cheek.

(CONTINUED)

CONTINUED:

SUSAN
Whoever she is, she's one lucky fish.

LIMPET
Thanks, Susan.

GEORGE
You're really leaving?

George smiles at Limpet, a bittersweet smile.

GEORGE
You take care of yourself, little brother.

LIMPET
I will, George.

Limpet goes to his brother and gives him a hug. Limpet turns to leave.

SUSAN
Hey, Larry? Aren't you forgetting something?

Limpet turns back. Susan is holding a small fish net. She gestures toward a tank. Limpet smiles.

LIMPET
Andy.

Limpet smiles at Susan.

DISSOLVE TO:

EXT. PIER - DAY

It's crowded. Limpet comes running down the pier heading for the water He's carrying ANDY in a small bowl.

LIMPET
You're going to love it down there, Andy.
(calling out)
Angelfish! Angelfish!

He begins to rip off his clothes He gets to the end of the pier. He's naked. He does a beautiful dive into the ocean.

LIMPET
Angelfish!

EXT. OCEAN - CONTINUOUS ACTION

Limpet dives in. Beat. He breaches out as Limpetfish.

FREEZE FRAME ON Limpetfish in midair --

SLOW DISSOLVE TO:

EXT. OCEAN/UNDERWATER - DAY

We're in a peaceful, suburban fish neighborhood. Two kid fish are playing Frisbee with a clam. An elderly fish is watering his garden. A mailman fish is being chased by a dog fish.

ANGLE ON LIMPET AND ANGELFISH'S HOUSE

Blowfish, Bruno and his date, Spiky Biker Shrimp, Neil the Eel, Octopus, and Maggie come to the door bearing gifts. Andy answers.

BLOWFISH
Howdy, Andy.

ANDY
Hey! What are you all doing here? C'mon in.

INT. LIMPET AND ANGELFISH'S HOUSE

It's tastefully decorated. The whole group enters.

BLOWFISH
We got the birth announcement. We wouldn't miss this for the world.

Limpetfish and Angelfish enter, fin-in-fin.

LIMPET
Hi, guys.

Blowfish hands them a gift.

BRUNO
We all pitched in.

Angelfish opens it. It's a beautiful mobile with tiny worms dangling down.

ANGELFISH
Gee, thanks. It's beautiful.

(CONTINUED)

CONTINUED:

BRUNO
I picked it out.

BLOWFISH
So, how do you like the pitter-patter of little fins around the house?

SPIKY BIKER SHRIMP
Minup, oel, evets?

BRUNO
She wants to know if she can peek in the nursery.

BLOWFISH
Hey we all do.

ANGELFISH
Well...

BLOWFISH
We'll be quiet.

They go to the nursery and open the door. Thousands of baby Limpetfish and Angelfish storm out. The baby fish romp and play and fill up the entire house.

BLOWFISH
How many of them are there?

ANGELFISH
Two thousand, nine hundred and forty-seven.

BRUNO
Wow!

CLOSE ON LIMPET

LIMPET
(with a big smile)
Hey, they don't call me the incredible Mr. Limpet for nothing.

BACK TO SCENE

The adult fish romp and play with the baby fish, as we:

FADE OUT.

THE END